

**ARTICLES OF INCORPORATION
OF
RIVER VALLEY MILK PRODUCERS, INC.**

FILED/EFFECTIVE

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We, the undersigned, being residents of the State of Idaho and each being engaged in the production of dairy and other agricultural products, do this day, associate ourselves together for the purpose of incorporating under the Cooperative Marketing Act, Title 22, Chapter 26, Idaho Code, a nonprofit cooperative marketing association without capital stock and we hereby certify:

ARTICLE 1. NAME

The name of the association shall be RIVER VALLEY MILK PRODUCERS, INC.

ARTICLE 2. PURPOSES

The association is organized and exists as a nonprofit cooperative marketing association without shares of stock pursuant to, and for the purposes set forth in Idaho Statutes, and for the following purposes: to engage in any activity in connection with the marketing or selling of the milk produced by its members; together with the preserving, grading, storing, handling, shipping, or utilization of such products, or marketing of the by-products of such products; to engage in any activity in connection with the selling, or supplying to its members of equipment or supplies of any kind; to engage in services in connection with activities related to the above; and to engage in the financing of the activities enumerated in these purposes. In carrying out these purposes, the association may extend its activities to the products and supplies of non-members to an amount not greater in value than such as are handled by it for its members.

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ARTICLE 3. POWERS OF THE ASSOCIATION

The Association shall have all the powers permitted and granted to associations organized under the Cooperative Marketing Associations Act of the State of Idaho, as amended, or as the same may be hereafter amended and such other powers permitted by law.

ARTICLE 4. INITIAL REGISTERED OFFICE AND AGENT

The initial registered office will be at 3349 Hill Road, Melba, ID 83641 and the initial registered agent at that address will be Tom Kasper.

ARTICLE 5. DURATION

The duration of this Association shall be perpetual.

ARTICLE 6. MEMBERS

All members of the Association shall be milk producers.

ARTICLE 7. DIRECTORS\INCORPORATORS

The number of directors of the Association shall be set by the bylaws but shall be no less than twelve (12). The incorporators shall serve as the initial directors until the First Meeting of Members. At the first annual meeting of the members, one-third (1/3) of the directors shall be elected to serve a term of three (3) years, one-third (1/3) of the directors shall be elected to serve a term of four (4) years, and the remaining directors shall be elected to serve a term of five (5) years. Thereafter the terms will be for three years. All directors shall serve until their successors are duly elected and qualified.

The names and addresses of the incorporators and the initial directors, being one and the same, are:

L.P Murgoitio
7373 S. Maple Grove Rd.
Boise, ID 83709

Harvey VanEss
26956 Cemetery Road
Middleton, ID 83644

Vicki Murgoitio
7373 S. Maple Grove Rd.
Boise, ID 83709

Lisa VanEss
26956 Cemetery Road
Middleton, ID 83644

James Slegers
4601 Kuna Cave Road
Kuna, ID 83634

Mary Ann Slegers
4601 Kuna Cave Road
Kuna, ID 83634

Greg Troost
39753 Sabin Rd
Parma, ID 83660

Joyce Troost
39753 Sabin Rd
Parma, ID 83660

Curtis DeVries
3208 W. Kuna Cave Rd.
Kuna, ID 83634

Cindy DeVries
3208 W. Kuna Cave Rd.
Kuna, ID 83634

Tom Kasper
3349 Hill Road
Melba, ID 83641

JoAnn Kasper
3349 Hill Road
Melba, ID 83641

All members of the board of directors must be members in good standing in the Association.

ARTICLE 8. CAPITAL STOCK

This Association shall not have any capital stock.

ARTICLE 9. PROPERTY RIGHTS OF MEMBERS

The property rights and interest of each member shall be unequal and shall be determined and fixed in the proportion that the volume of each member's milk or milk components is marketed through or by Association shall bear to the total volume of all the members with the Association. The Board of Directors may adjust said prices according to location of farm, location of market, state

and federal milk pricing zones, regional competitive factors, fat and solids not fat content, component content, quality, length of agreement and other factors determined by the Board.

The Board of Directors shall have sole discretion to establish the prices paid producers and the period or periods during which losses, costs, expenses and recoveries of any kind may be deducted from producers' (whether members or not) payments. Such discretion includes the authority to base such adjustments to the price on previous, present, or future periods regardless of when such adjustments arose. The failure to adjust or recover payments to former producers or members for a period shall not constitute a waiver of the right to adjust payments of current producers or members for such periods.

New members admitted to membership shall be entitled to share in the property of the Association in accordance with the foregoing general rule.

ARTICLE 10. COOPERATION AND ASSOCIATION WITH OTHER ORGANIZATIONS

The Association may join with or may become a member of another association that qualifies as a Capper-Volstead Cooperative under 7 U.S.C. §291 as amended.

ARTICLE 11. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Association shall provide under the bylaws for the indemnification of directors, officers, and employees as permitted by law.

ARTICLE 12. DISTRIBUTION OF PATRONAGE.

All margins or earnings of this Association shall be distributed on a patronage basis to member and non-member patrons without discrimination in the manner provided in the bylaws.

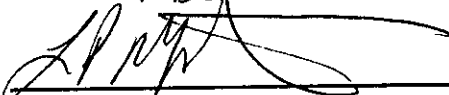
ARTICLE 13. AMENDMENT

The Articles of Incorporation may be altered or amended in any respect, including increases or decreases in capital stock, at any regular meeting or at any special meeting called for that purpose. An amendment must first be approved by two-thirds (2/3) of the directors and then adopted by the

affirmative vote of two-thirds (2/3) of the members or stockholders of the Association present at such meeting, except as otherwise provided in section 22-2608, Idaho Code, and provided that a quorum as specified in the by-laws of the Association be present. Amendments of the Articles of Incorporation, when so adopted shall be filed in accordance with the provisions of the general corporation law of this state.

DATED: ~~July~~ 12 2001


~~OCTOBER~~




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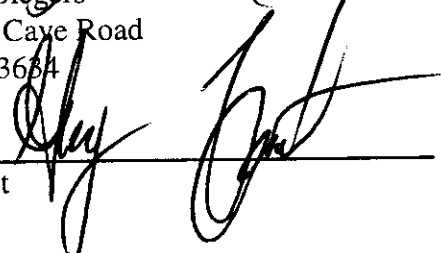
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Melba, ID 83641

DATED THIS 12th DAY OF October 2001

SUBSCRIBED AND SWORN TO BEFORE ME ON THIS 12th
day of October 2001.

NOTARY PUBLIC [Signature]
RESIDING AT: Bonnie Jones
COMM EXP 9/22/2003