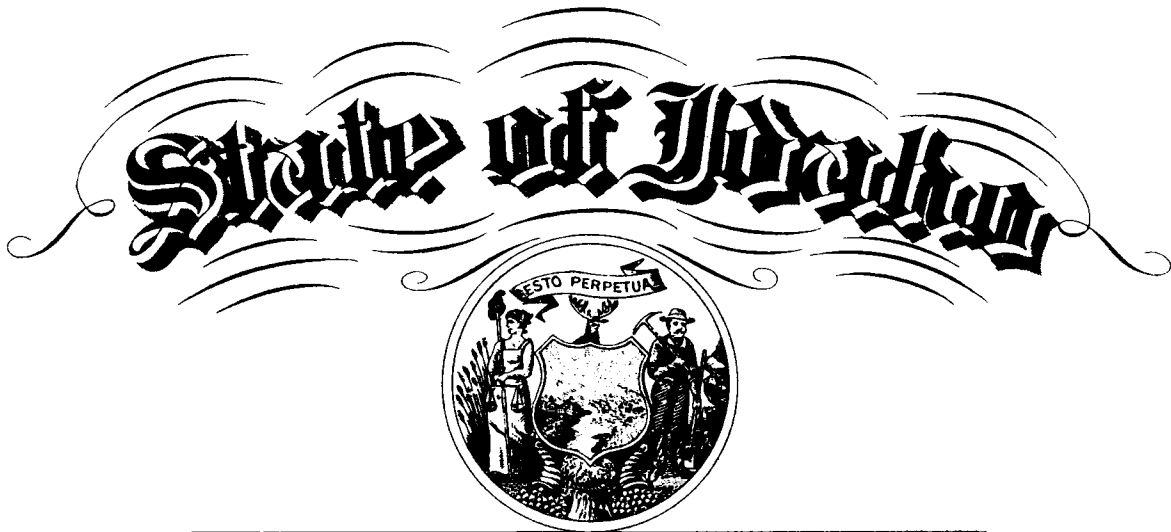




Department of State.

CERTIFICATE OF INCORPORATION

I, IRA H. MASTERS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

OROFINO CREAMERY, INCORPORATED

was filed in the office of the Secretary of State on the **Twenty-first** day of **February** A.D. One Thousand Nine Hundred **Fifty-five** and duly recorded on Film No. **89** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for

Fifty (50) Years from the date hereof, with its registered office in this State located at

Orofino

in the County of

Clearwater

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State.

Done at Boise City, the Capital of Idaho, this

21st day of **February,**

A.D., 19**55** .

Secretary of State.

ARTICLES OF INCORPORATION
of
OROFINO CREAMERY, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of the age of twenty-one years, or more, and being all citizens of the United States of America, do hereby voluntarily associate ourselves for the purpose of forming a corporation, and in conformity with the laws of the State of Idaho, and for the purposes hereinafter set forth, do hereby adopt Articles of Incorporation as follows:

ARTICLE I.
(NAME)

The name of this corporation shall be OROFINO CREAMERY, INCORPORATED.

ARTICLE II.
(PURPOSES)

The purposes of the corporation are as follows, to wit:

To purchase, own, lease, construct, operate and/or maintain a creamery or creameries for the manufacture, purchase and sale, either at wholesale or retail, of milk, cream, butter, cheese, ice cream, and any and all products thereof, and to do all of the things necessary to conduct a creamery business, whether the same be specifically set forth hereinafter, or not.

To manufacture, prepare for market, buy, sell, trade and deal in malted, condensed, preserved, pasturized, desiccated or evaporated milk, and all other manufactured forms of milk; to produce, purchase, sell, trade, and deal in fresh milk and all the products of milk; to manufacture, purchase, lease, sell and deal in machinery, tools, implements, cans, bottles, cases,

apparatus and all other articles and appliances used in connection with the selling and transporting, the manufacture and other products of the corporation.

To produce, purchase or otherwise acquire, prepare, treat, dry or preserve, pasturize, purify, manufacture, utilize, deal in and deal with, import, and export, and sell or otherwise dispose of liquid milk, pasturized milk, cream, butter, ice cream, cheese, skim milk, buttermilk, yoghurt, casine, milk sugar, condensed milk, evaporated milk, dry milk of all kinds, dry compounds of cocoa, sugar and milk and all other products of milk, and any mixture, preparations, compounds and products containing milk constituents in any form; and food, foodstuffs and ingredients of food, condiments and provisions of every class and description, including meat, fruits, vegetables, fresh, canned or preserved or otherwise, ices, ice cream, confections and beverages of all types; and such by-products as are incidental thereto.

To breed, pasture, raise, purchase, import, export, sell, deal and trade in cattle, and engage generally in every activity necessary, incidental to, or connected with the business of farming, cattle raising, dairying and agriculture.

To construct, maintain, and operate refrigerating plants and cold storage warehouses. To conduct cold storage warehouses for the storage of foods and any and all other perishable commodities; to erect, maintain and acquire by lease, purchase or otherwise, public cold storage warehouses and other warehouses for the storage of foods and any and all other perishable commodities; to carry on the business of cold storage warehousing and all business necessarily or impliedly incidental thereto, including the issuance of warehouse receipts, negotiable or otherwise, and the making of advances upon goods warehoused with the

corporation; and to receive, handle, ship and forward all classes of perishable commodities.

To do all and everything necessary, suitable and proper for the accomplishment of the purposes or attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to, or growing out of, or connected with the aforesaid objects or purposes, or any part or parts thereof, providing the same be not inconsistent with the laws under which this corporation is organized.

ARTICLE III.
(LOCATION AND ADDRESS)

The location and post office address of the registered office of this corporation in the State of Idaho is in Orcfino, County of Clearwater, State of Idaho.

ARTICLE IV.
(DURATION)

The term of existence of this corporation shall be fifty years from the date of filing of the Articles of Incorporation in the office of the Secretary of State of the State of Idaho.

ARTICLE V.
(AMOUNT OF CAPITAL STOCK)

The total authorized number of par value shares of stock is seventy thousand shares. The aggregate par value of the total authorized number of par value shares is Seventy Thousand Dollars (\$70,000.00). Each share shall have one vote. Such shares shall be considered as common stock and there shall be no preferred stock.

ARTICLE VI.
(NAMES AND ADDRESSES OF THE INCORPORATORS)

The name and post office address of each of the incorporators and the number of shares subscribed to each are as follows:

Frank Gaffney, Orofino, Idaho, Twenty-seven thousand (27,000) shares
Ramona Gaffney, Orofino, Idaho, Thirty-eight thousand (38,000) shares
Patricia Hoetzel, Spokane, Washington, Five thousand (5,000) shares

ARTICLE VII.
(ACTING DIRECTORS)

This corporation shall have three (3) directors, who shall at all times be citizens of the United States of America; the names and residences of said directors who shall manage the business of the corporation until the first shareholders meeting are: Frank Gaffney, Orofino, Idaho; Ramona Gaffney, Orofino, Idaho; and Patricia Hoetzel, Spokane, Washington.

ARTICLE VIII.
(PROVISION FOR BY LAWS)

This corporation shall be governed by a duly adopted code of By Laws, which By Laws shall not be inconsistent with the provisions of these Articles of Incorporation, nor inconsistent with the laws of the State of Idaho; a meeting of the corporation shall be held within thirty (30) days after the issuance of the certificate of corporation by the Secretary of State of the State of Idaho for the purpose of adopting the By Laws as herein provided.

ARTICLE IX.
(AMENDMENT OF ARTICLES OF INCORPORATION)

These Articles of Incorporation may be amended by a majority vote of the stock issued at any particular meeting, or at a special meeting called for that purpose by a majority of the Board of Directors after thirty (30) days notice to all holders of stock, which notices shall be in conformity with the statutes

of the State of Idaho made and provided therefore.

IN WITNESS WHEREOF, we, the undersigned, being all of the incorporators hereinabove named, have hereunto set our respective hands and seals as of this 15 day of ^{February}~~January~~, 1955.

Frank Gaffney
Frank Gaffney

Ramona Gaffney
Ramona Gaffney

Patricia Huetzel
Patricia Huetzel

STATE OF IDAHO)
) ss.
County of Clearwater)

On this 15 day of ^{February}~~January~~, in the year 1955, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Frank Gaffney and Ramona Gaffney, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN TESTIMONY WHEREOF I have hereunto set my hand and affixed my official seal the day and year in the certificate first above written.

W. B. Merrill
Notary Public
In and for the State of Idaho.
Residing at Orofino, Idaho.

STATE OF WASHINGTON)
) ss.
County of Spokane)

On this 3rd day of ^{February}~~January~~, in the year 1955, before me, the undersigned, a Notary Public in and for the State of Washington, personally appeared Patricia Hostzel, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

IN TESTIMONY WHEREOF I have herewith set my hand and affixed my official seal the day and year in the certificate first above written.

J. M. Madsen
Notary Public
In and for the State of Washington.
Residing at Spokane, Washington.