



CERTIFICATE OF INCORPORATION
OF

IDAHO MILK PRODUCERS CO-OP INC.

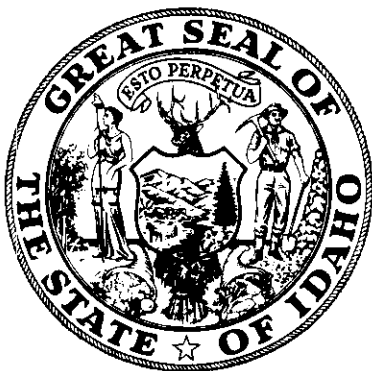
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

IDAHO MILK PRODUCERS CO-OP INC.

, duly signed pursuant to the provisions of the Idaho Cooperative Marketing Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated January 7, 1981



SECRETARY OF STATE

Corporation Clerk

RECEIVED ARTICLES OF INCORPORATION RECEIVED

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OF

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IDAHO MILK PRODUCERS CO-OP INC.

SECRETARY OF
STATE

SECRETARY OF
STATE

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, each of whom is a bona fide resident and citizen of the State of Idaho and the United States of America, and each of whom is a natural person of full age, have this day voluntarily associated ourselves together for the purpose of forming a ~~non-profit corporation~~ *co-operative marketing association* association under the laws of the State of Idaho, and we do hereby certify:

ARTICLE I

The name of the corporation is: IDAHO MILK PRODUCERS CO-OP INC.

ARTICLE II

The location of its principal place of business and the registered office of this corporation is hereby designated as: 7370 South Meridian Road, Meridian, Idaho 83642.

ARTICLE III

This corporation shall have an existence perpetual.

ARTICLE IV

This corporation is formed as a ~~non-profit~~ co-operative *marketing* association of persons engaged in the production of agricultural

products, and is formed for the purpose of engaging in any activity in connection with the production, marketing, or selling of the agricultural products of its members, or with the harvesting, preserving, drying, processing, canning, packing, storing, handling, shipping, or utilization thereof, or the manufacturing or marketing of the by-products thereof; or in connection with the purchasing, manufacturing, selling or supplying to its members of machinery, equipment or supplied; or in the financing of the above-enumerated activities; or in any one or more activities specified in the Idaho Code pertaining to ~~con-profit~~ co-operative ^{marketing} associations for the benefit of persons engaged in the production of agricultural products.

ARTICLE V

This corporation shall issue no stock, but shall issue membership certificates to each member of the corporation. Such membership certificates shall not be assignable, and no member of the corporation can have or acquire a greater interest in the corporation than any other member. The voting rights of members shall be equal. The Board of Directors shall have the right to determine who is eligible for membership in the corporation, and to decline to allow any particular person to become a member of said corporation. No person not engaged in the production of agricultural products may become a member of this corporation.

ARTICLE VI

This association shall have the following powers:

(a) To engage in any activity in connection with the production, marketing, selling, harvesting, preserving, dying, processing, canning, packing, storing, handling or utilization of any agricultural products produced or delivered to it by its members; or the manufacturing or marketing of the by-products thereof; or in connection with purchasing, hiring, manufacturing, selling, or use to, by or for its members of supplies, machinery or equipment; or in the financing of any such activities; or in any one or more of the activities specified in this section. An association may do business with non-members in an amount not to exceed that done with members.

(b) To borrow money and to make advances to members.

(c) To act as the agent or representative of any member or members in any of the above mentioned activities.

(d) To purchase or otherwise acquire, and to hold, own and exercise all rights of ownership in, and to sell, transfer, or pledge shares of the capital stock, or bonds of any corporation or association engaged in any related activity or in handling or marketing of any of the products handled by the association.

(e) To establish reserves and to invest the funds thereof in bonds or such other property as may be provided in the by-laws.

(f) To buy, hold and exercise all rights of ownership, over such real or personal property as may be necessary or convenient

for the conducting and operation of any of the business of the association or incidental thereto.

(g) To do each and every thing necessary, suitable or proper for the accomplishment of any one of the purposes or the attainment of any one or more of the objects herein enumerated; or conducive to or expedient for the interest or benefit of the association; and to contract accordingly; and in addition to exercise and possess all powers, rights and privileges necessary and incidental to the purposes, for which the association is organized, or to the activities in which it is engaged; and in addition, any other rights, powers and privileges granted by the laws of this state to ordinary corporations, except such as are inconsistent with the express provisions of this chapter; and to do any such thing anywhere.

ARTICLE VII

The incorporators and the first three members of the corporation and the first three directors of the corporation, together with the registered agent are designated below:

Del Robyn Thornton Route 1 Kuna, Idaho 83634	Director, Incorporator
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Donald J. Wagoner 7370 South Meridian Road Meridian, Idaho 83642	Registered agent, Director, Incorporator
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George E. Day Route 3 Nampa, Idaho 83651	Director, Incorporator
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Wayne Vasser Rte.5 Box 5314 Nampa, Idaho	Incorporator
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J. Keith Mumford Rte 2, Kuna, Idaho	-4- Incorporator
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IN WITNESS WHEREOF, We have hereunto set our hands and seals
this 3rd day of Dec, 1980.

Donald Wagoner

George E. Day

Del Thornton

Wayne Vasser
Keith Mumford

STATE OF IDAHO)
) ss.
County of Ada)

On this 3rd day of Dec, 1980, before me, the undersigned, a Notary Public for the State of Idaho, personally appeared DEL ROBYN THORNTON, DONALD J. WAGONER, and GEORGE E. DAY, WAYNE VASSER, J. KEITH MUMFORD, known to me to be the persons whose names are subscribed to the within and attached Articles of Incorporation and each for himself acknowledged to me that he executed the same.

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

Bernard C. Rice
Notary Public for State of Idaho
Residing at: Kuna Id