State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, ~~[illegible]~~ PETE T. CENARRUSA, 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

GRANGEVILLE CREAMERY CO., INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **ninth** day of **January** 19**69** original articles of amendment, as provided by Section**s 30-146 and 30-147, Idaho Code,**
changing the corporate name to HILLCREST FARMS, INC.

and that the said articles of amendment contain the statement of facts required by law, and are to be recorded ~~on file and records of the~~ of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

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 **9th** day of **January**, A. D. 19**69**.

Secretary of State

ARTICLES OF AMENDMENT

of

ARTICLES OF INCORPORATION

of

GRANGEVILLE CREAMERY CO., INC.
GRANGEVILLE, IDAHO

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, FRED L. JESSUP and JIM L. JESSUP, respectively the President and First Vice President of Grangeville Creamery Co., Inc., a corporation existing under and pursuant to the provisions of the laws of the State of Idaho, do certify that at a special meeting of the stockholders of said corporation held at the Corporation Office, City of Grangeville, County of Idaho, State of Idaho, on the 28th day of December, 1968, pursuant to notice duly given to all the stockholders of said corporation of the time and place and specific purpose thereof, at which meeting two-thirds of the total stock was either present in person or by proxy, the following resolutions were unanimously adopted:

RESOLVED: that Article I of the Articles of Incorporation be and the same is hereby amended to read as follows:

I.

The name of the corporation is HILLCREST FARMS, INC.

RESOLVED: that Article II of the Articles of Incorporation be and the same is hereby amended to read as follows:

II.

The period of existence and duration of the life of this corporation shall be perpetual.

RESOLVED that Article III of the Articles of Incorporation be and the same is hereby amended to read as follows:

III.

The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any and all of the things herein

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mentioned, as fully and to the same extent as natural persons might or could do and in any part of the world, including but not limited to the following specific purposes, viz:

To engage in the distribution and sale of food and soft drinks through the use of automatic vending machines.

To carry on business as bakers and manufacturers of and dealers in bread, flour, biscuits, and farinaceous compounds and materials of every description.

To construct, acquire, hire, hold, work, let, and sell mills, factories, bakehouses, shops, buildings, machinery, and appliances suitable for such baking, manufacturing, and dealing.

To manufacture flour, feed, breakfast foods, and other articles manufactured from grain and cereals and to carry on a general milling and manufacturing business in the preparation of grains, cereals and the products and by-products therefrom, and to sell the products so manufactured by it, and to c carry on such other business, operations, and transactions as are incident to a general milling and manufacturing business; and for that purpose the corporation shall acquire, build, lease, own, and operate in connection with its business such offices, mills, warehouses, elevators, and other structures as may be necessary for the carrying on of such milling business and for buying, selling, storing and handling flour and other milling products.

To manufacture all kinds of candies and confectionery and to sell and dispose thereof, and to that end to purchase any and all raw materials necessary and convenient to the manufacture; and the corporation shall have power to acquire, hold, and dispose of such lands, buildings, and personal property as may be proper or convenient for the carrying on of the business.

To construct, own, lease, operate, and/or maintain a creamery or creameries for the manufacture, purchase, and sale, either at wholesale or

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retail, of milk, cream, butter, cheese, and any and all products thereof, and to do all things necessary to the conduct of the business.

To engage in the business of designing, engineering, constructing, operating, maintaining, and supervising plants, machinery, equipment and processes for the production, processing, handling, storage, and distribution of foods and foodstuffs of all kinds, including, but not limited to, milk and dairy products of all kinds.

To carry on the business of farming, dairying, and of producing, merchandising, manufacturing, and preserving all kinds of farm, dairy, and meat products, and to carry on all other business incident thereto or connected therewith.

To manufacture butter, cheese, and other products of milk and cream, and to sell and dispose of said products when manufactured; and to carry on all the business essential thereto, which shall include the buying of dairy stock and the selling of it to the farmers of the vicinity for the purpose of encouraging the dairying industry.

To produce, purchase, or otherwise acquire, prepare, treat, dry, preserve, pasteurize, purify, manufacture, utilize, deal in and deal with, import and export, and sell or otherwise dispose of liquid milk, pasturized milk, cream, butter, cheese, skim milk, buttermilk, yoghurt, casein, milk sugar, condensed milk, evaporated milk, dry milk of all kinds, dry compounds of cacao, sugar and milk, and any other products of milk, and all mixtures, preparations, compounds, and products containing milk constituents in any form.

To purchase and sell farms and to engage in the business of farming, and of producing, merchandising, and preserving all kinds of farm, fruit, vegetable, and garden products, and of cultivating, growing, harvesting, picking, cleaning, and assorting, boxing, packing, shipping buying, and selling, at wholesale and retail, all kinds of fruit, vegetable, farm and garden products, and to

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carry on all other business incident thereto or connected therewith, and to do a general commission and broker's business in any or all of the foregoing businesses.

To engage in the manufacture and sale of poultry and domestic animal feeds, hay, and grain, and all types of ranch, farm, and garden supplies and equipment.

To engage in the business of manufacturing and selling frozen creamery products and frozen foods or confections; and to manufacture, buy, sell, and generally deal in refrigerating and freezing machinery and equipment for the manufacture of frozen creamery products and frozen foods or confections.

To construct, acquire, operate, hire, lease, mortgage, sell, or otherwise dispose of elevators for elevating wheat, grain, or other produce, with the requisite docks, wharves, engines, plant, machinery, and appliances therefor, and also sheds, stores, and warehouses for the reception and storage of wheat, grain, and other produce, and any other goods, wares, merchandise and effects, and generally to carry on an elevator and storage business, and in connection therewith to acquire by lease, license, purchase, or otherwise, hydraulic, electric, or other power and to utilize the same and dispose of any surplus power.

To engage in the production, manufacture, and distribution, at both wholesale and retail, of ice cream, ice cream novelties, ices, and other dairy produc ts.

To breed, raise, import, export, and deal in cattle and livestock of all kinds and to carry on a general cattle and grazing business, purchasing or acquiring, and selling or otherwise disposing of the stocks, supplies, equipment, accessories, appurtenances, products and by-products of said business.

To engage in a general livestock and ranching business, both on its own account and as agent; to agist, feed, range, graze, manage, herd, control

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brand, care for, purchase, market, and sell livestock of every kind, both on its own account and as agent for other persons or corporations; to buy, lease, cultivate, manage, operate, and sell ranch properties and products therefrom both on its own account and as agent for other persons or corporations.

To introduce, erect, operate, conduct, manage, maintain, and carry on a restaurant, cafe, and cabaret business; to buy, sell, lease, or otherwise dispose of, and to operate, conduct, furnish, equip, and manage restaurants, inns, eating houses, taverns, cabarets, cafes, or places of entertainment, and generally to do and perform everything necessary for carrying out the aforesaid purposes. To buy, or otherwise acquire, manufacture, market, prepare for market, sell, deal in, and deal with, import, and export food and food products of every class and description, fresh, canned, preserved, or otherwise, and to prepare and serve all food, beverages, alcoholic or nonalcoholic, and other preparations and refreshments of all kinds.

To acquire real and personal property deemed necessary or convenient in the general conduct of such business as the Directors of this Corporation may consider feasible and proper business for said Corporation to pursue; and to lease, purchase or otherwise acquire and occupy or operate buildings, storage houses, equipment and machinery, or other facilities which may be considered necessary or convenient for such business as said Corporation may undertake; to buy, sell, and deal in all goods, wares and merchandise; to acquire patents and copyrights incidental to the operation of the Corporate business; to apply for, purchase, or otherwise acquire, and to grant licenses for the use of, to sell, assign or otherwise deal in and use patents, patent rights, privileges, licenses, trademarks, trade names, devices and improvements or secret processes of every sort and description necessary and incidental to any of the other purposes hereinbefore mentioned.

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To do all things necessary and convenient to the operating, financing and carrying on of any of the business mentioned herein, and in connection therewith, to sell capital stock, and to issue and sell bonds, debentures, mortgages, and other securities and evidences of indebtedness; and to do all things legally necessary to finance any of said business operations, including the borrowing of money and the making and entering into contracts for the agency for the sale, distribution, servicing, transportation, financing and handling of goods, wares, merchandise and property items to be dealt with and incidental to said businesses.

To purchase real estate, make and purchase materials for the construction of buildings; to erect buildings; to own, to manage, operate, lease and sell buildings; to conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing or doing any other work in connection with any and all classes of buildings, structures and improvements, of every kind and nature whatsoever; also, to buy or otherwise acquire real estate, and to subdivide, plat and sell the same, and generally to buy, sell and deal in real and personal property of every kind and description, and to own, hold, improve, develop and manage any real estate or personal property and to erect and cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures with their appurtenances and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands and in any buildings or other structures at any time owned or held by the corporation; to conduct a general brokerage, agency and commission business for others in the purchase, sale and management of real estate for others and the negotiation of loans thereon; in general, to conduct a general building and contruction business and a general real estate business.

To enter into, make and perform contracts of every kind and description with any person, firm, association or corporation, municipality, body

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politic, country, territory, state, government or colony or dependency thereof.

To acquire, and to make payment therefor in cash or the stock or bonds of the corporation, or by undertaking or assuming the obligations and liabilities of the transferor, or in any other way, the good will, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or assume the liabilities of, any person, firm, association or corporation; to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the conduct and management thereof.

To borrow or raise money for any of the purposes of the corporation, without limit as to amount, and in connection therewith, to grant collateral or other security either alone or jointly with any other person, firm, or corporation, and to make, execute, draw, accept, endorse, discount, pledge, issue, sell, or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other evidences of indebtedness, negotiable or non-negotiable, transferable or non-transferable, and to confer upon the holders of any of its obligations such powers, rights and privileges as from time to time may be deemed advisable by the Board of Directors, to the extent permitted under the General Corporation Law of the State of Idaho; to lend and advance money, extend credit, take notes, open accounts and every kind and nature of evidence of indebtedness and collateral security in connection therewith.

To purchase or otherwise acquire, hold, sell, pledge, transfer or otherwise dispose of shares of its own capital stock, provided that the funds or property of the corporation shall not be used for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of the corporation, and provided further, that shares of its own capital stock belonging to the corporation shall not be voted upon directly or indirectly.

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IN GENERAL to do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, within or without the State of Idaho, either alone or in company with others, and to carry on any other business in connection therewith, and to do all things not forbidden, and with all the powers conferred upon corporations by the laws of the State of Idaho.

It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this Article III of these Articles of Amendment of Articles of Incorporation shall, except where otherwise specified, be nowise limited or restricted by reference to or inference from the terms of any other paragraph or of any other Article in this Articles of Amendment, but that the objects, purposes and powers specified in this Article and in each of the Articles or paragraphs of this Certificate shall be regarded as independent objects, purposes and powers, and the enumeration of specific purposes and powers shall not be construed to restrict in any manner the general terms and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature. The enumeration of objects or purposes herein shall not be deemed to exclude or in any way limit by inference any powers, objects, or purposes which this corporation is empowered to exercise, whether expressly by force of the laws of the State of Idaho, now or hereafter in effect, or impliedly by any reasonable construction of said law.

RESOLVED; that Article IV of the Articles of Incorporation be and the same is hereby amended to read as follows:

IV.

The location and Postoffice Address of the principal and registered office of this corporation shall be the City of Grangeville, Idaho County, State of Idaho, but the Board of Directors of this corporation shall be empowered to establish offices and places of business for the corporate purposes at any other place or places which they deem to be proper.

RESOLVED that a new Article, Article VII of the Articles of Incorporation, be and the same is hereby added to the Articles of Incorporation as follows:

VII.

In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make and alter by-laws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

Pursuant to the affirmative vote of the holders of at least a majority of the stock issued and outstanding, having voting power, given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of at least a majority of the holders of the voting stock issued and outstanding, the board of directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation, including its good will and its corporate franchises, upon such terms and conditions as its board of directors deems expedient and for the best interest of the corporation.

This corporation may in its by-laws confer powers upon its directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by statute.

RESOLVED: that a new Article, Article VIII, of the Articles of Incorporation be and the same is hereby added to the Articles of Incorporation to read as follows:

VIII.

All or any portion of the capital stock may be issued for cash or in payment for real or personal property, services, or any other right or thing of value, for the uses and purposes of the corporation, and when so issued shall become and be fully paid, the same as though paid for in cash at par; and the

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directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock.

RESOLVED: That a new Article, Article IX of the Articles of Incorporation be and the same is hereby added to the Articles of Incorporation to read as follows:

IX.

From time to time the capital stock may be increased according to law, and may be issued in such amounts and proportions as shall be determined by the board of directors, and as may be permitted by law.

RESOLVED: That a new Article, Article X of the Articles of Incorporation, be and the same is hereby added to the Articles of Incorporation to read as follows:

X.

This corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted, subject to this reservation.

RESOLVED: That a new Article, Article XI of the Articles of Incorporation, be and the same is hereby added to the Articles of Incorporation to read as follows:

XI.

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

Fred L. Jessup
President

ATTEST:

Donna M Jessup
Secretary-Treasurer

[signature]
First Vice President

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STATE OF IDAHO)
) ss.
County of IDAHO)

On this 28th day of December, 1968, before me, the undersigned, a Notary Public for the State of Idaho, personally appeared FRED L. JESSUP, JIM L. JESSUP and DONNA M. JESSUP, known to me to be the President, First Vice President and Secretary-Treasurer, respectively, of the corporation which executed the foregoing instrument, and acknowledged to me that they executed the same.

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

(SEAL)

W. C. MacGregor

Notary Public for the State of Idaho
Residing at Grangeville therein.

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