

State of Idaho



Department of State

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

LOUIS E. CLAPP
I, ~~LOUIS E. CLAPP~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

TAYLOR MILK TRANSPORT, INC.

a corporation duly organized and existing under the laws of Washington has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the 3rd day of October 1966, a properly authenticated copy of its articles of incorporation, and on the 3rd day of October 1966, a designation of William S. Hawkins in the County of Kootenai as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 3rd day of October, A.D. 1966.

Secretary of State.



CERTIFICATE No. 0028

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that according to the records on file in my office the annexed is a true and correct copy of the Articles of Incorporation of TAYLOR MILK TRANSPORT, INC., as received and filed in this office on December 2, 1965; and I further certify that the above-named corporation is in good standing with all annual license fees paid to July 1, 1967.



In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

September 22, 1966.

A. LUDLOW KRAMER
SECRETARY OF STATE

APPROVED
AS TO FORM AND FILED

DEC 2 - 1965

TAYLOR MILK TRANSPORT, INC.

Articles of Incorporation

A. LUDLOW KRAMER
SECRETARY OF STATE
BY *[Signature]*
CORPORATION SECRETARY

THIS IS TO CERTIFY that S. A. TAYLOR, BEN TAYLOR,
and GEORGE H. HART, all citizens of the United States and
residents of the State of Washington, being all of full age,
hereby associate themselves together for the purpose of
forming a corporation according to the laws of the State of
Washington.

ARTICLE I. NAME

The name of this corporation shall be TAYLOR MILK
TRANSPORT, INC.

ARTICLE II. PURPOSES AND POWERS

§ 2.1 Purposes. The nature of the business of the corporation
and its objects and purposes are:

- (a) To engage in general trucking business, and
- (b) To engage in any other business, the conduct of which is
not forbidden to general business corporations by the Constitution,
statutes or common law of the State of Washington.

57349 SEP 21 66

§ 2.1(Cont'd)

(c) To establish, maintain and operate chemical, physical and industrial research of every kind and character as may be necessary, useful, or convenient in connection with any business of the corporation, and to produce, manufacture, construct, import, purchase or otherwise acquire, to own, process, develop and use, to sell, lease, exchange, export or otherwise dispose of or turn to account and generally to deal in and with articles or substances invented or developed thereby.

(d) To purchase, sell and generally deal in, stocks, bonds and other securities of every nature.

(e) To purchase, acquire, lease, hold, own, operate, use, enjoy, encumber, sell, transfer, and convey real and personal property of every kind and description or any part therein, irrespective of its nature or use, including stock in other corporations, and particularly including buildings, plants, warehouses and factories and all kinds of commodities.

(f) To purchase, rent, lease, apply for, register and otherwise acquire, own or dispose of patents, patent rights, copyrights, trade-marks, trade-names, trade secrets, formulae, inventions and improvements thereon, licenses or concessions of any and all kinds; to deal in, operate and manufacture the same.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

§ 2.2 Powers. In addition to the powers as are now or which may hereafter be expressly provided by the laws of the State of Washington, the corporation shall have the following powers:

(a) To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, deed of trust, pledge or other lien.

(b) To enter into joint ventures or other business ventures with individuals, partnerships, or other corporations, and to supply credit to and guarantee the obligations of said persons, partnerships, or other corporations.

§ 2.2 (Cont'd)

(c) To do any and all things herein set forth to the same extent as natural persons might and could do, and in any part of the world, as principals, agents, brokers, solicitors, adjusters, representatives or otherwise, and either alone or in company with others.

(d) To make donations for the public welfare or for charitable, scientific or educational purposes; and in time of war to make donations in aid of war activities.

(e) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans, and other incentive plans for its directors, officers, and employees.

(f) To have all and singular the authority, and to have generally those powers ample, convenient, and necessary to carry on, operate and conduct the business or businesses hereinabove referred to, or any other business in any way, shape, or form, and to carry out and perform each and every of the purposes hereinbefore set forth to the fullest extent.

(g) To conduct its business in all or any of its branches so far as permitted by law in all states, territories, dependencies, and colonies of the United States and its insular possessions and the District of Columbia and in foreign countries; to have one or more offices and agencies within and/or without the State of Washington; and as may be requisite in the convenient transaction of its business or conduct of its operations.

ARTICLE III. DURATION

The duration of the existence of the corporation shall be perpetual.

ARTICLE IV. REGISTERED OFFICE

The location and post office address of the registered office of the corporation in the State of Washington is 14703 S. E. 267th, Kent, Washington.

ARTICLE V. CAPITAL

§ 5.1 Authorized. The authorized capital stock of the corporation is 5,000 shares of \$ 10.00 par value common stock.

§ 5.2 Paid-In. The amount of capital with which this corporation will commence business is \$500.00.

§ 5.3 Subscriptions by Incorporators. The names, addresses, and subscriptions by each of the incorporators of this corporation are as follows:

S. A. Taylor, 14703 S. E. 267th, Kent, Washington	39 Shares
Ben Taylor, 3320 Springfield, Spokane, Washington	10 Shares
George H. Hart, 1100 IBM Bldg, Seattle, Washington	1 share

§ 5.4 Initial Plan for Stock Issuance. The Board of Directors is authorized to accept subscriptions and issue 5,000 shares of capital stock at the price of \$10.00 per share to be paid in cash or equivalent. This authorization is deemed to be a plan adopted pursuant to § 1244 of the Internal Revenue Code of 1954 and shall expire within two years after the adoption of these Articles.

§ 5.5 Post Plan Issuances. Subject to the pre-emptive rights provided in § 5.7, any stock not issued pursuant to the plan adopted in § 5.4, any stock redeemed or purchased by the corporation, and any new stock authorized in excess of the initial shares authorized in § 5.1, may be issued by the Board of Directors from time to time for such consideration in labor, services, money or property as may be fixed by the Board of Directors.

§ 5.6 Fully Paid Non-Assessable. No stock shall be issued for less than par nor until fully paid. After fully paying for their shares, the shareholders shall not be liable for any further cost or assessment.

§ 5.7 Pre-emptive Rights. Except as otherwise may be provided in a shareholders agreement, the shareholders of the corporation shall have the pre-emptive right to purchase at the \$10.00 price established under the § 5.4 plan, or subsequently at such respective equitable prices, terms and conditions, (including adjustments of such cash or fractional shares as may be necessary to avoid the issue of fractional shares as shall be

§ 5.7(Cont'd)

fixed by the Board of Directors, such of the shares of the capital stock of the Corporation (a) as may be authorized from time to time over and above the shares initially authorized in § 5.1 or (b) as may be shares held in the Treasury of the Corporation, from time to time, whether derived from such original shares authorized, or from shares thereafter authorized. Such pre-emptive right shall be exercised in the respective ratio which the number of shares held by each shareholder at the time of such issue bears to the total number of shares outstanding in the names of all shareholders at such time.

§ 5.8 Limitation on Transfers. No stock in this corporation shall be transferred to any person contrary to the provisions of any agreement then in effect among a part or all of the shareholders and/or the corporation. Corporation shall not be liable for any prohibited transfer if it had no notice of the agreement prior to the transfer.

ARTICLE VI. LIABILITIES

§ 6.1 Personal Liabilities. The private property of the shareholders shall not be subject to the payment of corporate debts to any extent whatever.

§ 6.2 Indemnification. Any person made a party to any civil or criminal action, suit or proceeding by reason of the fact that he, his testator or intestate, is or was a director, officer or employee of this corporation or of any corporation which he served as such at the request of this corporation, shall be indemnified by the corporation against the reasonable expenses, including, without limitation, attorneys' fees and amounts paid in satisfaction of judgment or in settlement, other than amounts paid to the corporation by him, actually and necessarily incurred by or imposed upon him in connection with, or resulting from the defense of such civil or criminal action, suit or proceeding, or in connection with or resulting from any appeal therein, except in relation to matters as to which it shall be adjudged in such civil or criminal action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties. In the case of a criminal action, suit or proceeding, a conviction (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial) shall not of itself be deemed an adjudication that such officer, director or employee is liable for negligence or misconduct in the performance of his duties to the Corporation. Any amount payable pursuant to this article may be determined and paid, at the option of the person to be indemnified,

§ 6.2 (Cont'd)

pursuant to procedure set forth from time to time in the by-laws or by any of the following procedures: (a) order of the court having jurisdiction of any such civil or criminal action, suit or proceeding, (b) resolution adopted by a majority of a quorum of the board of directors of the corporation without counting in such majority or quorum any interested directors, (c) resolution adopted by the holders of record of a majority of the outstanding shares of capital stock of the corporation having voting power, or (d) order of any court having jurisdiction over the corporation. Such right of indemnification shall not be exclusive of any other right which such officers, directors and employees of the corporation, and the other persons above mentioned, may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any by-law, agreement, vote of stockholders, provisions of law or otherwise, as well as their rights under this article.

ARTICLE VII. MANAGEMENT

§ 7.1 Board of Directors. This corporation shall be managed by a Board of Directors of not less than 3 directors, the number of which shall be fixed by the By-Laws.

§ 7.2 Original Directors. The names and post office addresses of the directors selected to serve as such until the first annual meeting or until their successors are chosen and qualified are as follows:

S. A. Taylor, 14703 S.E. 267th, Kent, Washington
Ben Taylor, 3320 Springfield, Spokane, Washington
George H. Hart, 1100 IBM Bldg. Seattle, Washington

§ 7.3 Conflict of Interests. No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any director or directors, individually or jointly may be a party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is interested. No contract, act or transaction of this corporation with any person or persons, firm or association, shall be affected or invalidated by the fact that any director or directors of this corporation is a party, or are parties to, or interested in such, contract, act or transaction, or in any way connected with such person or persons, firm or association and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in any wise interested.

ARTICLE VIII. MEETINGS

§ 8.1 Annual Meetings. The annual meetings of shareholders and directors shall be held at such time and at such place as may be provided in the By-Laws.

§ 8.2 Special Meetings. Special meetings of shareholders and directors may be held upon such notice and at such time and place as may be provided in the By-Laws. The Board of Directors may meet and transact business of this corporation at any place within or without the State of Washington.

§ 8.3 Approval of Minutes and Resolutions. Minutes and/or resolutions approved in writing by all of the shareholders and/or by all of the directors shall be valid and effectual as if they had been passed or adopted at a meeting of the shareholders and/or of the directors duly called and constituted.

ARTICLE IX. BY-LAWS

The Board of Directors shall have authority to make and alter the By-Laws, subject to the power of the shareholders to amend or repeal them. The Board of Directors shall not make or alter any By-Laws fixing their compensation, qualifications, classifications or terms of office. No amendment to the By-Laws shall be made that alters or removes any provision for the protection of the minority shareholders without their approval.

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend, alter, change, add to, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the statutes of the State of Washington. All rights and powers conferred by these Articles on shareholders, directors, and officers are granted subject to this reservation. No amendment to these Articles shall be made that alters or removes any provision for the protection of minority shareholders without their consent.

IN WITNESS WHEREOF we, the undersigned incorporators, have executed these Articles of Incorporation in triplicate, and have signed and sealed the same and each of them this 30th day of September, 1965.

S. A. Taylor Ben Taylor
S. A. TAYLOR BEN TAYLOR

STATE OF WASHINGTON) George H. Hart
County of King) ss GEORGE H. HART
ACKNOWLEDGMENT

THIS IS TO CERTIFY that on this 30th day of September, 1965, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and qualified, personally appeared S. A. Taylor, Ben Taylor, and George H. Hart,

to me known to be the identical persons who have executed the foregoing Articles of Incorporation, as incorporators, and acknowledged to me that they signed, sealed, and executed said Articles as their free and voluntary act and deed for the uses and purposes therein mentioned.

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

Notary Public
Notary Public in and for the State
of Washington, residing at Seattle

NOTARY
SEAL