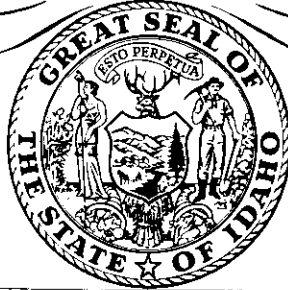


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

WALLACE DAIRY, INC.

was filed in the office of the Secretary of State on the **Seventh** day of **March,** A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **118** 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 **perpetual existence** from the date hereof, with its registered office in this State located at

Idaho Falls

in the County of

Bonneville

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 **7th** day of **March**, A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION

of

WALLACE DAIRY, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being of legal age, residents of the State of Idaho, and citizens of the United States of America, for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho relating to private corporations, have this day voluntarily associated ourselves together and hereby agree as follows:

ARTICLE I.

The name of this corporation shall be, and is, Wallace Dairy, Inc.

ARTICLE II.

This corporation shall have perpetual existence unless the same is sooner dissolved or dis-incorporated pursuant to law.

ARTICLE III.

Said corporation is organized at, and the place of its principal office and general business shall be Idaho Falls, Bonneville County, Idaho, but branch places of business, each complete in itself, for the conducting and carrying on of any part of the business of the corporation, or the whole thereof, may be established at such other places, whether within or without the State of Idaho, within or without the United States of America.

ARTICLE IV.

The amount of the capital stock of this corporation shall be \$50,000.00, divided into 5,000 shares of the par value of \$10.00 per share.

ARTICLE V.

The names and post office addresses of the incorporators, and the number of shares subscribed by each, are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares</u>
Owen B. Wallace	Route 3 Idaho Falls, Idaho	1
Berta S. Wallace	Route 3 Idaho Falls, Idaho	1
Orval Wallace	Route 3 Idaho Falls, Idaho	1
Eva M. Wallace	Route 3 Idaho Falls, Idaho	1
B. B. Wallace	Route 3 Idaho Falls, Idaho	1

ARTICLE VI.

The purpose and objects for which this corporation is formed shall be to purchase, manufacture and sell, both at wholesale and at retail, milk and dairy products, and also all other food products, and to carry on all of the business incidental thereto.

To generally engage in, do and perform, any enterprise, act or vocation that a natural person might or could do or perform.

Said corporation shall have authority to acquire by purchase, lease, manufacture, or otherwise, any real or personal property deemed necessary or useful in the furnishing, improvement, equipment, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade and deal in any real or personal property deemed beneficial to the corporation, and to encumber or dispose of any real or personal property at any time owned or held by the corporation; to contract with persons, firms, associations, co-partnerships, corporations, and with municipal, county or national governmental agencies for the development of said business.

To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the welfare of the corporation.

To conduct business in this state or any other state, or in the District of Columbia, and to have one or more offices and places of business out of this state, and to acquire, receive, hold, purchase, lease, mortgage, or convey real or personal property situated out of the State of Idaho.

To have, exercise, and enjoy all of the powers now or hereafter granted to corporations organized under the laws of the State of Idaho, and particularly all of the powers and privileges granted to corporations by Chapter 1, Title 30, Idaho Code, and any present or future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforesaid business, and to carry into effect any and all of the aforesaid objects and purposes.

ARTICLE VII.

All stock of the corporation not subscribed for shall remain in the treasury as treasury stock and may be sold and issued by the corporation at such times and for such purposes and upon such terms and conditions and to such persons as the Board of Directors may determine, including the power and authority to issue said stock for consideration other than cash, such as for labor and services performed.

ARTICLE VIII.

The private property of the stockholders of this corporation shall not be liable for the debts of the corporation.

ARTICLE IX.

The power to repeal and amend the by-laws and adopt new by-laws is hereby conferred upon the Directors, as well as upon the shareholders, to be exercised by such vote of such Directors, or of the allotted shares, as the case may be, not less, however, than a majority thereof, as may be fixed by the by-laws.

ARTICLE X.

All, or any, meetings of the shareholders, or of the Board of Directors, may be held within or without the State of Idaho.

Owen B. Wallace
Berta Wallace
Orval Wallace
Eva Wallace
B. B. Wallace

STATE OF IDAHO)
 : ss.
County of Bonneville)

On this 1st day of March, 1962, before me, a Notary Public in and for the State of Idaho, personally appeared Owen B. Wallace, Berta S. Wallace, Orval Wallace, Eva M. Wallace and B. B. Wallace, known to me to be the persons who subscribed their names to the within instrument, and acknowledged to me that they executed the same.

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

Joseph M. Sharp
Notary Public, Residing at
Idaho Falls, Idaho
My Comm. Expires: 12-15-64