

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

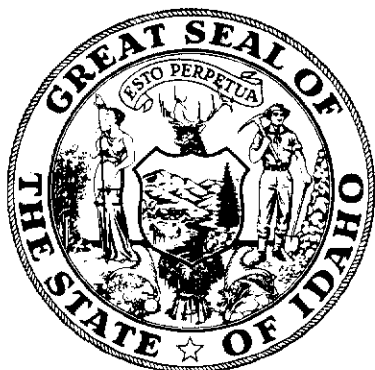
EMMETT VALLEY DAIRY HERD IMPROVEMENT ASSOCIATION, INC.

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 **EMMETT VALLEY DAIRY HERD IMPROVEMENT ASSOCIATION, INC.**

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation 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 **June 12**, 19 **87**



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

RECEIVED
SEC. OF STATE
OF
EMMETT VALLEY DAIRY HERD IMPROVEMENT ASSOCIATION, INC.
87 JUN 12 AM 9 17

We, the undersigned, all of full age and citizens of the United States, for the purpose of forming a corporation, pursuant to the provisions of Chapter 3, Title 30, Idaho Code, do hereby adopt and sign the following Articles of Incorporation:

ARTICLE I

NAME, PLACE, PURPOSE

Section 1. The name of this association shall be, "Emmett Valley Dairy Herd Improvement Association, Inc."

Section 2. The principal place of business of this association shall be in the city of Emmett and State of Idaho.

Section 3. The purpose of this association shall be to provide means and methods for improving the dairy herds of members. This will be accomplished through the keeping of production records of each cow, on the basis of which unprofitable cows may be eliminated and feeding done more economically.

Section 4. To perform such acts as are necessary to give effect to the purpose of this association and as may be authorized by the act under which it is organized.

Section 5. This association shall be organized on a membership basis and shall not have any capital stock. It shall operate solely for service to the dairy industry of the State of Idaho and the United States. No member or director shall be personally liable for any of the debts, liabilities or obligations of the association.

Section 6. To act as the agent or representative of any member or members, or of any other association or corporation, or person in any of the above mentioned activities.

Section 7. To buy, hold and exercise all privileges of ownership of such real or personal property as may be necessary or convenient for the conduct of any of the business of the association, or incidental thereto.

Section 8. To do each and everything 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 thereto, to exercise and possess all power, rights, and privileges necessary or incidental to the purpose 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 the State of Idaho to ordinary corporations save and except as expressly forbidden by the aforementioned Chapter and Title, and to do any and all such things anywhere.

ARTICLE II

PERIOD

The time of commencement of this association shall be the first day of May 1987 and the period of its corporate existence shall be perpetual.

ARTICLE III

MEMBERSHIP

The membership of this association shall be composed of owners of dairy herds who comply with the bylaws of this association. Regular members shall have one vote. Partnerships, corporations

or institutions shall be limited to one member and one vote. The membership fee shall be One (\$1.00) Dollar. The annual dues and monthly fees shall be set by the board of directors for the purpose of covering expense involved in transacting the business of this association.

ARTICLE IV

GOVERNMENT

The government of this association shall be vested in a Board of Director consisting of the president, vice-president, secretary-treasurer and two other members. Officers and directors shall be elected from the regular members of this association at the annual meeting and shall serve for the period of one year, or until their successors are duly elected and qualified. The annual meeting of this Association shall be held no later than 90 days after the end of the fiscal year, at such time and at such place as the Directors shall determine.

The board of directors shall have the authority to call a special meeting at any time. Three or more members of the board shall constitute a quorum.

ARTICLE V

INCORPORATORS

The names and places of residence of the incorporators of this association are:

Wm. C. Hamilton 7345 Hillview Rd. Emmett, Idaho
Harry W. Lanson 3975 Mesa One Emmett, Idaho
John C. Hill 3524 Linn Ave. Emmett, Idaho

ARTICLE VI

BOARD OF DIRECTORS

The board of directors at the time of incorporation are:

William C. Hamilton, 7345 Hillview Road, Emmett, Idaho

Gary W. Samson, 3975 Mesa Avenue, Emmett, Idaho

The registered agent for Emmett Valley DHIA, Inc. is:

Mrs. Mava Colburn

The registered office of the Emmett Valley DHIA, Inc. is:

1560 Sunset Drive
Emmett, Idaho 83617