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STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

BARNEY DAIRY, INC.

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE 1. Name. The name of the corporation is Barney Dairy, Inc.

ARTICLE 2. Shares. The corporation is authorized to issue 100,000 shares, all of one class.

ARTICLE 3. Registered Office and Registered Agent. The address of the corporation's initial registered office in the state of Idaho is 650 Barney Dairy Road, Rexburg, Idaho 83440. The name of the corporation's initial registered agent at such address is Moses Dell Barney.

ARTICLE 4. Directors. The Board of Directors shall consist of one or more directors. The number of directors constituting the initial Board of Directors is one and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until his successor is elected and qualified is:

<u>Name</u>	<u>Address</u>
Moses Dell Barney	650 Barney Dairy Road Rexburg, Idaho 83440

ARTICLE 5. Incorporator. The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Moses Dell Barney	650 Barney Dairy Road Rexburg, Idaho 83440

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ARTICLE 6. Limitation on Personal Liability of Directors. No director of the corporation shall be personally liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for:

- (i) The amount of a financial benefit received by a director to which he is not entitled,
- (ii) An intentional infliction of harm on the corporation or the shareholders,
- (iii) A violation of section 30-1-833, Idaho Code, or
- (iv) An intentional violation of criminal law.

ARTICLE 7. Indemnification of Directors. The corporation shall indemnify each and every director of the corporation for liability, as defined in section 30-1-850(5), Idaho Code, to any person for any action taken, or any failure to take any action, as a director, except liability for:

- (i) Receipt of a financial benefit to which he is not entitled,
- (ii) An intentional infliction of harm on the corporation or its shareholders,
- (iii) A violation of section 30-1-833, Idaho Code, or
- (iv) An intentional violation of criminal law.

DATED this 22nd day of December, 1997.

INCORPORATOR

Moses Dell Barney
Moses Dell Barney