



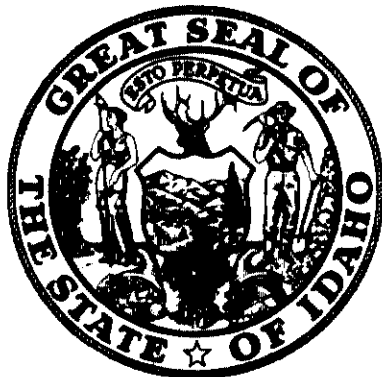
CERTIFICATE OF INCORPORATION  
OF

NIEDERER DAIRY, 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 the above named corporation, duly signed pursuant to the provisions of the Idaho Business 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 15, 1938



*Pete T. Cenarrusa*  
\_\_\_\_\_  
SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

RECEIVED  
SEC. OF STATE

OF

NIEDERER DAIRY, INC.

28 JUN 15 AM 8 44

I, the undersigned, being a natural person of full age, and a citizen of the United States or of its territories or possessions, have this day executed these Articles for the purpose of forming a private corporation under the laws of the State of Idaho and to that end hereby adopt these Articles of Incorporation as follows:

ARTICLE ONE  
NAME OF CORPORATION

The name of the corporation is NIEDERER DAIRY, INC.

ARTICLE TWO  
PURPOSE OF INCORPORATION

The nature of the business and the objects and purposes to be transacted, promoted, and carried on by the corporation are to do any and all of the things herein mentioned as fully and to the same extent a natural person might or could do in any part of the world as follows:

To transact any or all lawful business for which corporations may be incorporated under the "Idaho Business Corporation Act" as it is presently constituted or may hereinafter be amended.

ARTICLE THREE  
DURATION

The duration of the corporation is perpetual.

**ARTICLE FOUR  
REGISTERED AGENT AND REGISTERED OFFICE**

The initial registered agent of the corporation shall be EMIL J. NIEDERER and the initial registered office shall be located at 453 East 8200 South, Rexburg, Idaho.

**ARTICLE FIVE  
STOCK**

The total number of par value shares which the corporation shall have authority to issue is 200,000 shares each having a par value of \$1.00, the aggregate par value of the total authorized number of par value shares is \$200,000.00. There are no authorized shares without par value.

The stock of the corporation is divided into 200,000 shares of a single class, each share having equal rights and each share having one vote. All stock when fully paid for shall be non-assessable.

**ARTICLE SIX  
BOARD OF DIRECTORS & BY LAWS**

The corporation shall have the power to establish a Board of Directors and adopt appropriate By-Laws. The duties of the Board of Directors and its officers shall be established by the By-Laws of the corporation. The Board of Directors shall have the authority to amend the By-Laws of the corporation by a vote of the majority of the Board of Directors. However, the Board of Directors shall not have the power to sell the business nor to sell a significant part of the corporation assets without first obtaining the approval of two-thirds (2/3) of the shareholders in the corporation. Each member of the Board of Directors need not

be a shareholder of the corporation.

The original members of the Board of Directors who shall serve until the first regular meeting of the shareholders or until his/her successors shall qualify is:

Emil J. Niederer

453 East 8200 South  
Rexburg, Idaho 83440

ARTICLE SEVEN  
INCORPORATOR

The name and address of the incorporator is:

Emil J. Niederer

453 East 8200 South  
Rexburg, Idaho 83440

Executed in duplicate this 13<sup>th</sup> day of June, 1988.

Emil J. Niederer  
Emil J. Niederer  
Incorporator

STATE OF IDAHO           )  
                              :SS  
COUNTY OF MADISON    )

On this 13<sup>th</sup> day of June, 1988, before me, a Notary Public in and for said State, personally appeared EMIL J. NIEDERER, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

Sandra Sutton  
Notary Public for Idaho  
Residing In: Rexburg  
My Commission Expires: 9-15-92