

FILED/EFFECTIVE

ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
STATE OF IDAHO

P BAR S DAIRY, INC.

The undersigned, being a natural system of the age of 19 years or more, a citizen of the United States, and a resident of the United States and the resident of the State of Idaho, acting as incorporator of a corporation herein referred to as the " Corporation " adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is P Bar S Dairy, Inc.

ARTICLE II

Period of Duration

The period of duration of the corporation is perpetual.

ARTICLE III

Purposes and Powers

Section 1. **PURPOSES**: The purposes for which the corporation is organized are to purchase and sell farms and to engage in the business of farming, and producing, merchandizing, and preserving all kinds of farm products, and cultivating, growing, harvesting, picking, packing, and shipping, buying, and selling, at wholesale and retail, all kinds of farm products, and to carry on all other business incident thereto or connected therewith and to engage in any other lawful activities.

Section 2. **STATUTORY POWERS**: Subject to any specific written limitations or restrictions imposed by the Act, by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the limited purposes set forth in Section 1 of this Article, the Corporation shall have an exercise all of the powers specified under Idaho Law.

Section 3. **ADDITIONAL POWERS**: In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho upon corporations organized for the foregoing purposes, the Corporation shall have the power to transact any all or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

IDAHO SECRETARY OF STATE
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ARTICLE IV
Authorized Shares

The amount of the total authorized capital stock of this corporation is one hundred (100) shares without nominal or par value, and which shall be all the same class. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and the shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock and the holder of such shares shall not be liable for any further payment thereon

ARTICLE V
Internal Affairs of the Corporation

Section one. **MEETINGS OF SHAREHOLDERS**: The of the shareholders of the corporation may be held at such place, either with in or without the State of Idaho as may be provided in the Code of Bylaws. In the absence of any such provisions, all meetings shall be held at the registered office of the corporation

Section 2. **CODE OF BYLAWS**: The initial Code of Bylaws of the Corporation shall be adopted by its Board of Directors and shall become effective upon ratification by the shareholders. The power to alter, amend, or repeal the Code of Bylaws or to adopt a new Code of Bylaws shall be contained in the Code of Bylaws and the Code of Bylaws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with the Act, or these Articles of Incorporation.

Section 3. **AMENDMENTS OF ARTICLES OF INCORPORATION**: The Corporation reserves the right from time to time to amend, alter, or repeal, or to add any provision to, its Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of the Act, and any amendments thereto, or by the provisions of any other applicable statutes of the State of Idaho; and all rights conferred upon shareholders by the Articles of Incorporation, or any amendment thereto, are granted, subject to this reservation.

ARTICLE VI
Address Of Initial Registered Office

REGISTERED OFFICE: The address of the initial registered office of the Corporation is 2025 South Highway 81, Malta, Idaho, 83342. The name of the official Registered Agent at such address is Peter J. Grush.

ARTICLE VII
Directors

Section 1. **INITIAL BOARD OF DIRECTORS**: The number of Directors constituting the initial Board of Directors of the corporation is two, and the name and

address of the person who is to serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualified are: Peter and Sylvia T. Grush, 2025 South Highway 81, Malta, Idaho, 83342. The number of shares of common stock subscribed by each are as follows:

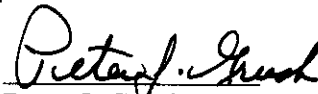
<u>NAME</u>	<u>NUMBER OF SHARES</u>	<u>ADDRESS</u>
Peter J. Grush	50	2025 South Highway 81 Malta, Idaho, 83342
Sylvia T. Grush	50	2025 South Highway 81 Malta, Idaho, 83342

Section 2. INCREASE OF DIRECTORS: The number of Directors may be increased from time to time by Amendment of the Code of Bylaws; but the number of Directors shall not be less than one and no decrease shall have the effect of shortening the term of any incumbent director.

ARTICLE VIII
Incorporator

The name and address of the Incorporator of the corporation is: Peter J. Grush, 2025 South Highway 81, Malta, Idaho, 83342.

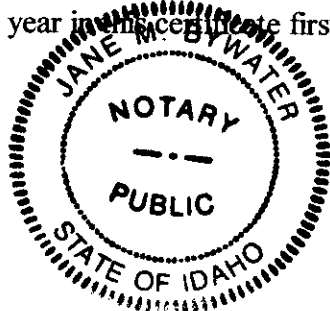
EXECUTED this 20 day of June, 2001.

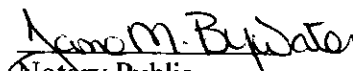

Peter J. Grush

STATE OF IDAHO)
)ss.
County of Minidoka)

On this 20th day of June, 2001, before me, the undersigned Notary Public in and for said state, personally appeared Peter J. Grush, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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




Notary Public
Residing at Burley
My commission expires: 3-30-06