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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

MILK PRODUCERS OF IDAHO, INC.

I, the undersigned person, being a resident of the state of Idaho, a citizen of the United States of America and of full age, have this date voluntarily acted for the purpose of forming a nonprofit corporation under the provisions of Title 30, Chapter 3, *Idaho Code* and I do hereby make, acknowledge, declare and adopt the following Articles of Incorporation.

I.

The name of this corporation shall be the MILK PRODUCERS OF IDAHO, INC.

II.

The purposes and objects of this corporation are as follows:

1. To enhance and advance the enterprise, general welfare and improvement of dairy farming and the production of milk within and without the state of Idaho.

2. To have and exercise all of the powers and authority granted by the "Idaho Nonprofit Corporation Act," Title 30, Chapter 3, *Idaho Code*, and all other powers authorized or permitted to nonprofit corporations by the laws of the state of Idaho, as the same may be in effect and amended from time to time.

3. To exercise the general powers granted to nonprofit corporations, and particularly the powers provided by the laws of the state of Idaho pursuant to the "Idaho Nonprofit Corporation Act," as amended from time to time.

4. To carry into effect the objects and purposes aforesaid, this corporation is authorized to do all and singular that which is necessary and convenient to carry out the general purposes for which it is organized.

5. To carry on any other business, or do anything in connection with the objects and purposes above mentioned that may be necessary and proper to accomplish successfully or promote the said objects and purposes of this corporation.

IDAHO SECRETARY OF STATE

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6. The foregoing clauses and enumeration of this corporation's purposes, objects and powers, by reason of the specific enumeration, shall not be held to restrict the power of this nonprofit corporation to do any of the things within its general powers.

7. This corporation is a nonprofit corporation formed pursuant to and in accordance with the "Idaho Nonprofit Corporation Act," Title 30, Chapter 3, *Idaho Code*. It does not contemplate pecuniary gain or profit, and no part of its income shall at any time be distributable to its members, directors, or officers; provided, however, this provision shall not be construed to prohibit payments of reasonable compensation for services actually rendered for the benefit of the corporation or to prohibit the conferring of benefits upon the corporation's members in conformity with its purposes.

8. To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the bylaws of this corporation; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this corporation.

III.

The duration of this corporation shall be perpetual.

IV.

1. This corporation shall have Members, whose rights, privileges, and voting rights shall be as provided in the bylaws.

2. Members of this corporation shall not be personally liable for the debts, liabilities or obligations of this corporation.

V.

1. The affairs of this corporation shall be managed by a Board of Directors, who need not be residents of the state of Idaho, but shall be Members of this corporation or persons who have the right to vote on behalf of an entity that is a Member of this corporation. The bylaws may require additional qualifications for Directors.

2. The number of Directors to be elected for any year shall be determined by majority vote of the Members at the membership meeting at which Directors are to be elected, but the number of Directors shall not be less than three (3) unless the number of Members at the time of election of Directors shall be less than three (3), in

which event the number of Directors shall be the same as the number of Members of the corporation.

3. The initial Board of Directors of the corporation, who shall serve until the first meeting of incorporators and their successors are duly elected, shall consist of the following persons, whose addresses are as set forth below:

Tony Visser
1700 E 2428 S
Gooding, Idaho 83330

Louie Bettencourt
P.O. Box 587
Jerome, Idaho 83338

Tena Petter
3700 N 1130 E
Buhl, Idaho 83316

Donald Aardema
2105 E 3600 S
Wendell, Idaho 83355

Gary Coleman
1651 Shoestring Rd.
Gooding, Idaho 83330

VI.

The officers of this corporation shall be elected by the Board of Directors and shall serve for such terms of office as may be designated by the Board of Directors. The officers of this corporation shall be President, one or more Vice-Presidents, Secretary, Treasurer, and any other officers or assistant officers as may be elected or appointed by the Board of Directors. Except for the offices of President and Secretary, more than one office may be held by one person. The time and manner of election of officers, and their respective authority and duties, shall be as set forth in the bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with the bylaws.

VII.

The Board of Directors shall adopt the initial bylaws of this corporation. The initial bylaws of this corporation shall provide provisions pertaining to the election, qualifications, and term of office of Directors of Officers, and for the adoption of new bylaws, alteration, amendment, or repeal of the bylaws of this corporation by vote of the Members at any regular membership meeting, annual membership meeting or any special membership meeting called for such purpose.

VIII.

In the event of dissolution of this corporation, all of the property and assets, after payment of all debts and liabilities, shall be distributed or dedicated to a public

body or conveyed to a nonprofit organization with similar purposes as this corporation.

IX.

Except as provided in Idaho Code § 30-3-90, the Articles of Incorporation may be amended by vote of seventy-five percent (75%) in interest of the Members present and voting at any annual membership meeting or any special membership meeting called for such purpose. In addition any amendment must comply with Title 30, Chapter 3 *Idaho Code* dealing with amendments.

X.

The initial registered agent and registered address of this corporation is:

Tena Petter
3700 N 1130 E
Buhl, Idaho 83316

XI.

The name and present address of the incorporator and principal organizer is:

Tena Petter
3700 N 1130 E
Buhl, Idaho 83316

IN WITNESS WHEREOF, the incorporator has hereunto set her hand and seal in duplicate, this 29 day of March, 2001.



Tena Petter

STATE OF IDAHO)
) ss.
County of Twin Falls)

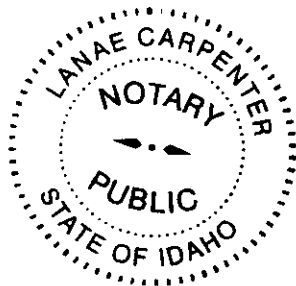
Tena Petter, being first duly sworn, deposes and says: That she is the incorporator named in the within and foregoing instrument; that she has read said instrument, knows the contents thereof and that the statements contained therein are true and correct to the best of her knowledge, information and belief.



Tena Petter

SUBSCRIBED AND SWORN to before me the undersigned, this 29 day of March, 2001.

(SEAL)





Notary Public for Idaho

Residing at: Twin Falls

My commission expires: 07/17/04