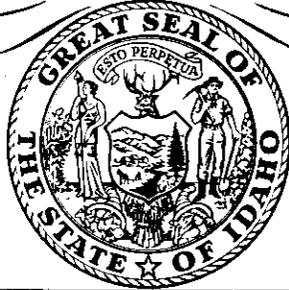


# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

**DAIRY-FRESH, INC.**

was filed in the office of the Secretary of State on the **Second** day of **January**, A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **122** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Pocatello** in the County of **Bannock**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **2nd** day of **January**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION

of

DAIRY-FRESH, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of full age and at least two-thirds of them being citizens of the United States. In order to form a corporation for the purpose hereinafter stated, pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

ARTICLE I

The name of the corporation is:

DAIRY-FRESH, INC.

ARTICLE II

SECTION 1: The purposes and objectives of the corporation to transact, promite, and carry on shall include but not be limited to the following:

A) To carry on a merchandising business; to buy, sell, exchange, lease, rent, hold, transfer, or otherwise deal in and with all type of merchandising business, both real and personal either on its own account or as agent or broker for others.

B) To operate, conduct, finance, or manage any and all types of manufacturing, assembling, or servicing business.

C) To buy, receive, use, lease, mortgage, sell or otherwise deal with, in, or on behalf of all types of personal property.

D) To open and maintain offices and agencies in the State of Idaho or elsewhere, for the purpose of transacting and carrying on the business which this corporation is empowered to do.

E) To negotiate for and enter into all types of contracts with individuals, partnerships, and other corporations, or otherwise, as may be necessary and proper to affects its purposes and to conduct its proper business.

F) To purchase, acquire, erect, and construct, or make improvements to, buildings for the use of this corporation or for rental or resale.

G) To borrow money and contract debts, when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges, or franchises, or for any other lawful purpose of its incorporation; to draw, make, accept, indorse, discount, execute, underwrite, and issue promisory notes, bills of exchange, warrenties, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, payable at specific time or times, or payable upon the happening of a specific event or events, whether secured by mortgage, pledge, or otherwise, or unsecured, for money borrowed or in payment for property purchased, or acquired, or for any other lawful purpose.

H) To acquire, hold, sell, or otherwise dispose of shares of stock, debentures, bonds, contracts, obligations, securities, and other evidences of indebtedness of this or any other person or corporation, and to sell, discount, pledge, hypothecate, and otherwise dispose of any and all such property.

I) To enter into joint ventures with any other corporations, associations, co-partnerships, persons, or trustees, for the purpose of holding by purchase or otherwise acquiring real and personal property of every kind and description, including but not limited to the good-will, stock, rights, and property of any

person, firm, association, or corporation, paying for the same in cash, stock, debentures, or bonds of this corporation, and to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers and rights necessary or convenient to the conduct and management of such businesses.

J) To purchase and invest in and to hold, sell, and otherwise deal in stocks, shares, bonds, debentures, or securities of governments, states, municipalities, or corporations, public or private, including both common or preferred stock,

K) To distribute out of profits earned and on hand such dividends from time to time as the Directors may deem prudent.

SECTION 2 : The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific, general or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby declared that in connection with the above references to pursuits and businesses, this corporation shall have power to carry on other operations incidental to the pursuits mentioned, and shall have and exercise all powers conferred upon corporations generally, and particularly those powers conferred upon corporations for pecuniary profit by the laws of the State of Idaho, and shall have power to do any and all of the things herein set forth to the same extent as natural persons could or might do.

#### ARTICLE III

The corporation is to have perpetual existence.

#### ARTICLE IV

The location and post office address of the registered office of the corporation is POCATELLO, BANNOCK COUNTY, IDAHO, but it may also carry on its business elsewhere in the State of Idaho, or in

any other state of the United States, or elsewhere.

ARTICLE V

The total authorized number of par value shares is Twenty five thousand (25,000) shares of the par value of one dollar (\$1.00) per share, <sup>making total authorized capital stock \$25,000.00.</sup> All authorized shares have full voting rights of one (1) vote per share.

ARTICLE VI

The names and post office addresses of the incorporators and the number of shares subscribed by each, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Dwaine Anderson	Pocatello, Idaho	18,500
Renee Davis Anderson	Pocatello, Idaho	6,499
Ernest John Davis	Pocatello, Idaho	1

ARTICLE VII

The private property of the stockholders of the corporation shall not be liable for the obligations of the corporation, and such stock shall not be assessable in any way or for any purpose.

ARTICLE VIII

SECTION 1: OFFICERS AND DIRECTORS.

A) OFFICERS: The officers of the corporation shall consist of a President, a Vice-President, a Secretary-Treasurer, and such other officers, agents, and committees as the Board of Directors may designate, elect, and appoint and who shall perform such duties and have such authority as usually pertain to such officers in similar corporations, and as may be permitted by the Board of Directors from time to time: providing that the same person may hold both the office of a Director and the office of an officer of the corporation at the same time.

B) QUALIFICATION OF OFFICERS: The qualifications of the officers

shall be determined by the Board of Directors, and as set forth in the By-Laws of the corporation.

C) ELECTION OF OFFICERS: Officers shall be elected at the annual meeting of Directors by a ballot of a majority of the Directors and by a majority of the Directors at such other times as any vacancy occurs.

D) TERM OF OFFICE FOR OFFICERS: The officers of the corporation shall serve for a term of one (1) year or until a successor is duly elected and qualified.

E) RESIGNATION OF OFFICERS AND DIRECTORS: Any officer or Director may resign by filing his written resignation with the Secretary of the corporation, or in the case of the resignation of the Secretary, with the President, and upon acceptance thereof by the Board of Directors, the resignation shall become effective. In case the Board of Directors shall neglect to act upon a submitted resignation within fourteen (14) days after its receipt, the resignation shall become effective and the office deemed vacant.

F) REMOVAL OF OFFICER OR DIRECTOR: Any officer or Director of the corporation may be removed at any time in the manner provided in the laws of the State of Idaho for the removal of officers or directors, or by a vote of a majority of the outstanding common stock of the corporation at a meeting of common stockholders called for that purpose.

G) DIRECTORS OF THE CORPORATION: The corporation shall have the number of directors as the Board of Directors shall from time to time desire.

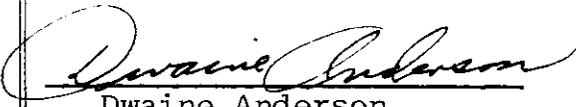
H) MANNER OF ELECTION OF DIRECTORS AND OFFICERS: Directors shall be elected by ballot of the common stock at the annual meeting of the stockholders, and the persons receiving the highest number of

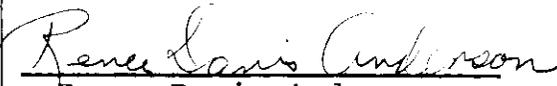
votes shall be declared duly elected. Cumulative voting shall not be permitted.

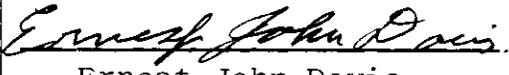
Within fifteen (15) days after the election, the Directors shall meet together and elect the officers.

SECTION 2: A Majority of the Directors may adopt By-Laws for the corporation, and may amend and repeal the same from time to time, as they see fit.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 28<sup>th</sup> day of December, 1962.

  
Dwaine Anderson

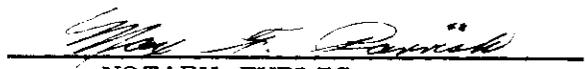
  
Renee Davis Anderson

  
Ernest John Davis

STATE OF IDAHO     )  
                                  ss  
COUNTY OF BANNOCK)

On this 28<sup>th</sup> day of December, 1962, before me, the undersigned, personally appeared Dwaine Anderson, Renee Davis Anderson, and Ernest John Davis, the above named subscribers, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they 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  
Residence: Pocatello, Idaho

My commission expires September 15, 1963