

State of Idaho



Department of State

CERTIFICATE OF AMENDMENT OF ARTICLES 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

IDA GEM DAIRYMEN, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **14th** day of **July** 19 **65**,

original articles of amendment, as provided by Section **s, 30-146, 30-147, 30-160 & 22-2609, Idaho Code, amendment extending corporate existence to perpetual**

and that the said articles of amendment contain the statement of facts required by law, and ~~are~~ **will be** recorded on ~~microfilm~~ **microfilm** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

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 **14th** day of **July**, A. D., 19 **65**.

ARNOLD WILLIAMS
Secretary of State

By Deputy Secretary of State

CERTIFICATE OF ADOPTION OF RESOLUTION EXTENDING CORPORATE
EXISTENCE

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned,
LLOYD BLAKE and R. LYONS SMITH, do hereby certify:

F I R S T

That at all times herein mentioned they have been, and
now are, the duly elected, qualified and acting President and
Secretary, respectively of Ida Gem Dairymen, Inc., a non-profit,
cooperative marketing association duly organized and existing
under and by virtue of the laws of the State of Idaho.

S E C O N D

That after appropriate proceedings duly had and taken, in
the manner and form required by law, and as hereinafter set
forth, at a regular meeting of the Board of Directors of said
Ida Gem Dairymen, Inc., duly and regularly called and held in
the office of the Corporation in the City of Jerome, Jerome
County, Idaho, following due and legal notice to all directors,
members and stockholders, the corporate existence of said Ida Gem
Dairymen was extended for an additional term and period of fifty
(50) years from the 12th day of July, 1965, pursuant to a resolu-
tion duly adopted by the Board of Directors by a unanimous vote
of said Board, said resolution being as follows:

"BE IT RESOLVED that the corporate existence of this Cor-
poration, Ida Gem Dairymen, Inc., be, and the same hereby is,
extended for the period of fifty (50) years from the 12th day
of July, 1965.

BE IT FURTHER RESOLVED that the President and Secretary of
this company be, and they hereby are, authorized and directed to
sign, acknowledge and file in the office of the Secretary of State
of the State of Idaho, a certificate of the proceedings taken at
this meeting and to do any and all other things which are by law
required to complete and carry into effect the above resolution."

T H I R D

That prior to the meeting at which the above resolution was adopted, the Directors of said Corporation, by resolution duly and regularly adopted at a regular meeting of said Board of Directors duly and regularly called, convened and held, found that the extension of the corporate existence of Ida Gem Dairymen, Inc., would be for the best interests of the stockholders and members of said Corporation and fixed a time and place for the holding of a Directors' Meeting at which the question of such proposed extension would be finally voted upon by the Directors of said Ida Gem Dairymen, Inc., and directed that notice of the time and place of such Directors' Meeting, to be called and held at the registered office of the Corporation in the City of Jerome, Jerome County, Idaho, should be given, at least thirty (30) days prior to said meeting, by mail, to every stockholder and member of said Corporation, as shown on the books of the Corporation, at the last known mailing address of each such stockholder and member, and further directing that such notice should specify and state therein the intention of the Directors to vote upon such proposed extension, and set forth in said notice the right of stockholders and members to object to such proposed extension and further specifying therein that any stockholder who objects to such proposed extension may make such objection in writing, and mail the same to the Corporation at its registered office, by regular certified or registered mail, or by personally serving such written objection upon the President or Secretary of the Corporation or that any stockholder might appear at such Directors Meeting in person, or by written proxy filed at the time of the meeting; and make objections to such proposed extension.

F O U R T H

That pursuant to the directions contained in said resolution, written notice of such meeting, containing all of the matters required to be set forth in said notice, was duly and regularly mailed to each and every stockholder and member of said Ida Gem Dairymen, Inc., shown on the books of said Corporation at the last known mailing address of each such stockholder, more than thirty (30) days prior to the date fixed for said Directors Meeting and said Notice was published at least once a week for four (4) consecutive weeks prior to said meeting in the North Side News, a legal, weekly, newspaper, printed, published and of general circulation in Jerome County, Idaho, in which said County the registered office of said Corporation is situated.

F I F T H

That at the hour of 10:00 o'clock A. M. on Monday, the 12th day of July, 1965, the entire Board of Directors of Ida Gem Dairymen, Inc., assembled at the office of said Corporation, that being the time and place fixed in said notice of meeting, hereinabove mentioned, for the purpose of acting upon the question of the proposed extension of the corporate existence of said Corporation. That at said meeting there were nine (9) Directors present at all times; that the total authorized number of Directors of Ida Gem Dairymen, Inc., is nine (9), and the number present and acting at said meeting constituted more than a quorum of the members of said Board of Directors. That there were no written objections by stockholders received at said meeting. That there were no stockholders who appeared in person at said meeting and objected to said proposed existence. That the total number of stockholders and members of said Ida Gem Dairymen, Inc. is 1,651. The stockholders objecting to said proposed extension representing less than one-third of the capital stock of the Corporation, and such fact having been deter-

mined by the Board, said Board then adopted the resolution hereinabove set forth by the unanimous vote of said Board and the resolution was declared duly passed and adopted.

IN WITNESS WHEREOF, the undersigned R. LYONS SMITH and LLOYD BLAKE, as Secretary and President, respectively, of said Ida Gem Dairymen, Inc., having caused the foregoing Certificate of Extension of Corporate Existence to be prepared in triplicate, with the corporate seal of said association affixed thereto, of which this instrument is one, this 12th day of July, 1965.

ATTEST:

R. Lyons Smith
Secretary

Lloyd Blake
President

STATE OF IDAHO,)
ss.
County of Jerome.)

R. LYONS SMITH and LLOYD BLAKE, being first duly sworn, on oath, each for himself, deposes and says:

That at all times herein mentioned, they were, and now are, respectively, the Secretary and President of Ida Gem Dairymen, Inc., the Corporation named in the within and foregoing certificate setting forth the Certificate Of Extension of Corporate Existence of said Ida Gem Dairymen, Inc., and of the adoption of the resolution extending said corporate existence; that they have written the foregoing certificate, know the contents thereof and state that the statements made and things therein contained and set forth are true.

Lloyd Blake
President

R. Lyons Smith
Secretary

SUBSCRIBED AND SWORN to before me this 12th day of July, 1965.

Frank M. Peery
Notary Public for Idaho,
Residing at Jerome, Idaho.