

Department of State.

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

I, Ira H. Masters, 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

TATE DAIRY, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **first** day of **March, 1955**,

original articles of amendment, as provided by Sections 30-146, 30-147, 30-151, 30-152 Idaho Code, Agreement of Merger of GUERNSEY DAIRY, INC., into TATE DAIRY, INC.

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **89** 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 **1st** day
of **March**, in the year of our Lord
one thousand nine hundred **fifty-five**,
and the Independence of the United States of
America the One Hundred **Seventy-ninth**.

Secretary of State

JOINT MERGER AGREEMENT

THIS AGREEMENT, Made and entered into by and between the Guernsey Dairy, Inc., a corporation, and Tate Dairy, Inc., a corporation, executed and signed by each of the directors of the respective corporations, the Guernsey Dairy, Inc., and it's Board of Directors being hereinafter referred to as parties of the first part, and the Tate Dairy, Inc., and it's Board of Directors being hereinafter referred to as second parties, WITNESSETH:

WHEREAS the parties hereto are now, and have been engaged in the business of processing raw milk and other dairy products, and selling said products over retail routes, and

WHEREAS, it is in the best interests of the parties hereto, and all persons interested therein, to merge the Guernsey Dairy, Inc., with the Tate Dairy, Inc., and to carry on and continue the operations of both said corporations in one corporation, and

WHEREAS both of said corporations are domestic corporations, organized and existing under and by virtue of the laws of the State of Idaho, and

WHEREAS it is considered for the best interests of all of said parties that the Guernsey Dairy, Inc. be merged into and become a constituent part of Tate Dairy, Inc., and that said Tate Dairy, Inc. shall survive said merger,

NOW, THEREFORE, in consideration of the mutual covenants it is hereby agreed as follows:

1. That the Guernsey Dairy, Inc., now incorporated as a domestic corporation under the laws of the State of Idaho be merged into and become a constituent part of Tate Dairy, Inc., also a domestic corporation, organized and existing under the laws of the State of Idaho.

2. That the said Tate Dairy, Inc. shall be the surviving

1 corporation into which the said Guernsey Dairy, Inc. is
2 merged by this agreement.

3 3. That the several stockholders of Guernsey Dairy,
4 Inc., shall receive and be issued one share of common stock
5 of the Tate Dairy, Inc., for each and every share of stock
6 of the Guernsey Dairy, Inc., now held by them; that all stock
7 of said Guernsey Dairy, Inc. held by said stockholders shall
8 thereupon be cancelled and retired.

9 4. That all property, real, personal and mixed, of each
10 of the constituent corporations and all debts due on whatever
11 account to any of them, and all choses of action belonging to
12 each of them, shall be taken and deemed to be transferred
13 and invested in Tate Dairy, Inc., the surviving corporation,
14 all as provided by Section 30-155 Idaho Code.

15 5. That the surviving corporation, to wit, Tate Dairy,
16 Inc., shall be responsible for all liabilities and obligations
17 of said Guernsey Dairy, Inc., merged hereunder, in the same
18 manner as if the Tate Dairy, Inc. surviving corporation, had
19 itself incurred such liability or obligations. This agree-
20 ment is made subject to any and all liabilities of such
21 constituent corporations, or of their shareholders, directors
22 and officers, and the rights of creditors, or of all other
23 persons dealing with such corporations, as provided by Section
24 30-155 Idaho Code.

25 6. The merger herein provided for shall become effec-
26 tive on ratification and approval by the shareholders of the
27 constituent corporations, as provided by Section 30-152 Idaho
28 Code.

29 7. That on ratification and approval, as aforesaid, the
30 separate existence of the Guernsey Dairy, Inc., shall cease and
31 the Tate Dairy, Inc., shall continue to exist, and is possessed
32 of the rights, privileges and franchises possessed by each of

1 said constituent corporations, and the Tate Dairy, Inc. shall
2 thereafter possess the right to conduct any and all business
3 theretofore conducted by Guernsey Dairy, Inc., together with
4 right to continue to conduct any and all business theretofore
5 conducted by said Tate Dairy, Inc.

6 8. That on the ratification of this agreement as provided by
7 law, the Secretary and President of each of said corporations
8 are authorized to certify and sign said agreement and cause the
9 same to be filed and recorded with the Secretary of State of
10 the State of Idaho, and certified copy thereof filed in the
11 office of the County Recorder of Ada County, Idaho, the County
12 and State in which each of said corporations have their offices,
13 as provided by Section 30-152, Idaho Code.

14 IN WITNESS WHEREOF the directors of each of said constituent
15 corporations have executed and signed this agreement pursuant to a
16 majority vote taken by the Board of Directors of each of said
17 corporations at a meeting of said Board of Directors held on
18 the 15th day of February, 1955, at Boise, Ada County, Idaho.

19 David G. Tate

20 John P. Tate

21 L. Del Crow
22 Directors of Guernsey Dairy, Inc.

23 David G. Tate

24 John P. Tate

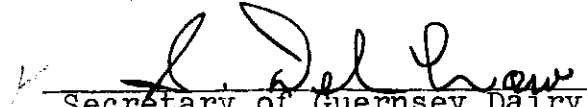
25 L. Del Crow
26 Directors of Tate Dairy, Inc.

Certificate of Secretary

The undersigned, the duly appointed, qualified and acting Secretary of Guernsey Dairy, Inc., hereby certifies as follows:

That on the 28th day of February, 1955, at a meeting of the stockholders of said corporation called for said date, for the purpose of considering the adoption of the foregoing agreement, at which meeting all of the stockholders of said corporation were present, the said agreement was duly submitted to said meeting for approval, and that the said agreement was duly adopted by unanimous vote of all the stockholders of said corporation.

Dated the 28th day of February, 1955.

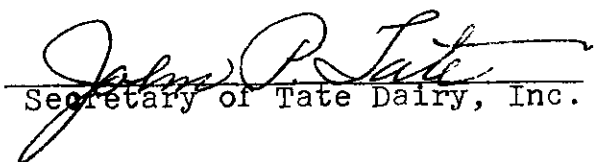

Secretary of Guernsey Dairy, Inc.

Certificate of Secretary

The undersigned, the duly appointed, qualified and acting Secretary of Tate Dairy, Inc., hereby certifies as follows:

That on the 28th day of February, 1955, at a meeting of the stockholders of said corporation called for said date, for the purpose of considering the adoption of the foregoing agreement, at which meeting all of the stockholders of said corporation were present, the said agreement was duly submitted to said meeting for approval, and that the said agreement was duly adopted by unanimous vote of all the stockholders of said corporation.

Dated the 28th day of February, 1955.


Secretary of Tate Dairy, Inc.

1 The foregoing agreement having been duly adopted
2 by the stockholders of Guernsey Dairy, Inc., at a meeting
3 called for the purpose of considering said agreement,
4 having been duly certified by the Secretary, and the fact of
5 such adoption and approval having been certified by the Secre-
6 tary of said corporation, the undersigned President and
7 Secretary of said corporation have signed the same in behalf
8 of Guernsey Dairy, Inc.
9

10 GUERNSEY DAIRY, INC.

11 By David G. Tate
12 President

13 ATTEST:

14 S. Del Low
15 Secretary

16 STATE OF IDAHO, }
17 County of Ada. } ss.

18 On this 28 day of February, 1955, before me,
19 the undersigned, a Notary Public in and for said County and
20 State, personally appeared DAVID G. TATE and S. DEL LOW,
21 known to me to be the President and Secretary respectively
22 of Guernsey Dairy, Inc., the corporation that executed the
23 foregoing instrument, and acknowledged to me that such corpor-
24 ation executed the same.

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

28 Carl P. Burke
29 Notary Public for Idaho
30 Residing at Boise, Idaho.

1 The foregoing agreement having been duly adopted
2 by the stockholders of Tate Dairy, Inc., at a meeting called
3 for the purpose of considering said agreement, having been
4 duly certified by the Secretary, and the fact of such
5 adoption and approval having been certified by the Secretary
6 of said corporation, the undersigned President and Secretary
7 of said corporation have signed the same in behalf of Tate
8 Dairy, Inc.

9
10 TATE DAIRY, INC.

11 BY

David G. Tate
President

12 ATTEST

John P. Tate

13 Secretary

14 STATE OF IDAHO, }
15 County of Ada. } ss.

16 On this 28 day of February, 1955, before me,
17 the undersigned, a Notary Public in and for said County and
18 State, personally appeared DAVID G. TATE AND JOHN P. TATE,
19 known to me to be the President and Secretary respectively
20 of Tate Dairy, Inc., the corporation that executed the
21 foregoing instrument, and acknowledged to me that such corpor-
22 ation executed the same.

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

26
27 Carl P. Burke
28 Notary Public for Idaho
29 Residing at Boise, Idaho.
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