

FILED EFFECTIVE

RESTATED

2003 NOV 12 AM 8:39

ARTICLES OF INCORPORATION OF

STATE OF IDAHO

THE IDAHO DAIRYMEN'S ASSOCIATION, INC.

Under the provisions of Section 30-3-94 of the Idaho Nonprofit Corporation Act, THE IDAHO DAIRYMEN'S ASSOCIATION, INC. executes the following Restated Articles of Incorporation:

1. Name. The name of this association shall be The Idaho Dairymen's Association, Inc.

2. Purpose. The purpose of this association shall be to promote the dairy interests of the State of Idaho. The general nature of the business shall be:

(a) To coordinate the efforts of all those organizations in this state which produce, process, manufacture, distribute, and otherwise handle and market dairy products and the raw materials from which they are prepared;

(b) To prepare, publish, and issue information relating to the necessity of using more dairy products in order to improve and protect the health of the citizens of this nation;

(c) To consider and act upon all problems concerning the welfare of the dairy industry of Idaho and this country;

(d) To perform such acts as are necessary to give effect to the purpose of this association and as may be authorized by the act under which it is organized.

This association shall be organized on a membership basis and shall not have any capital stock. It shall not operate for profit but solely for service to the dairy industry of the State of Idaho and the United States.

3. Place of Business. The principal place of business of this association shall be in the City of Boise and State of Idaho.

4. Perpetual Life. The duration of this corporation shall be perpetual unless dissolved in accordance with the laws of the State of Idaho.

5. Membership. The Board of Directors of the corporation shall have the power to admit members to the corporation, in such manner, subject to such qualifications, and upon such terms and conditions as the bylaws may specify.

IDaho SECRETARY OF STATE
11/13/2003 05:00
CK: none CT: 1117 BH: 711279
1 e 30.00 = 30.00 MON PROF A # 2
BOI_MT2526463.1

6. Board of Directors. The affairs of the corporation shall be controlled and managed by a Board of Directors. The method of election of directors shall be determined by the bylaws of the corporation.

7. Amendments of Articles. These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the membership of the corporation present at any regular or duly called special meeting of the membership.

8. Miscellaneous. The fiscal year of the association shall commence on the first day of January and end on the thirty-first day of December in each year. The property rights of each regular member shall be equal and no associate member shall have any property rights in the association.

9. Private Property of Members. The private property of the members of this corporation shall be exempt from any and all liability for any debts or obligations of the corporation.

I certify that the above Restated Articles of Incorporation were voted on and approved by the Board of Directors of The Idaho Dairymen's Association, Inc. on October 27, 2003, there being a quorum present as prescribed by the bylaws of this association.

IN WITNESS WHEREOF, I have subscribed these Restated Articles of Incorporation this 27, day of October, 2003.

THE IDAHO DAIRYMEN'S ASSOCIATION,
INC.

By Jassis J. Ritchie
Secretary

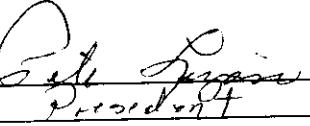
**CERTIFICATE TO BE FILED WITH
RESTATED ARTICLES OF INCORPORATION**

Under the provisions of Section 30-3-94 of the Idaho Nonprofit Corporation Act, The Idaho Dairymen's Association, Inc. certifies:

1. The name of the corporation is The Idaho Dairymen's Association, Inc.
2. The Restated Articles of Incorporation were adopted a majority of the Board of Directors on October 27, 2003. The Restated Articles of Incorporation do **not** contain an amendment requiring approval by the members, or any other person other than the Board of Directors.

DATED this 27th day of October 2003.

THE IDAHO DAIRYMEN'S ASSOCIATION,
INC.

By 
Its President