

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION  
OF  
QUALITY MILK PRODUCERS, INC.**

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SECRETARY OF STATE  
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being five (5) persons, as defined by Idaho Code § 22-2602, engaged in the production of agricultural products, namely milk, have this date voluntarily acted for the purpose of forming an association under the provisions of Idaho's Cooperative Marketing Act, and do hereby make, acknowledge, declare and adopt the following Articles of Incorporation.

**ARTICLE I**

**Name of Association**

The name of this association shall be QUALITY MILK PRODUCERS, INC. This association may conduct its business under any other business or trade name to the extent permitted by and in accordance with applicable law.

**ARTICLE II**

**Purposes of Association**

The purposes for which this association is formed are and shall be to engage in any activity in connection with the production, marketing and selling of milk produced or delivered to it by its stockholders, to include storing, handling and shipping of milk produced or delivered to it by its stockholders; and to do business with non-stockholders in an amount not to exceed fifteen percent (15%) of the total done with its stockholders.

**ARTICLE III**

**Powers of Association**

This association shall have and possess all the powers and privileges granted to associations formed under the provisions of Idaho's Cooperative Marketing Act, and all amendments thereto. The foregoing description of the powers possessed by this association shall not be deemed or construed as restrictive, but shall be construed as broad and expansive so as to grant and extend to this association all the powers and privileges granted and permitted to an association formed under the provisions of Idaho's Cooperative Marketing Act.

**ARTICLE IV**

**Initial Registered Office and Registered Agent**

The location and mailing address of the initial registered office and the name of the initial registered agent of this association are and shall be: Rick Onalindia, 2930 South 2300 East, Wendell, Idaho 83355.

IDAHO SECRETARY OF STATE  
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ARTICLES OF INCORPORATION OF QUALITY MILK PRODUCERS, INC., Page -1-

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**ARTICLE V**  
**Duration**

The duration of this association shall be perpetual.

**ARTICLE VI**  
**Capital Stock**

This association is organized with capital stock. The total authorized number of shares of capital stock that may be issued by this association is twelve (12) shares of common stock, non-assessable, with no par value. All shares of capital stock of this association are and shall be of the same class with equal rights and voting power, without preference or priority of any share over any other share. The issuance of the capital stock of this association, and transfer, sale, assignment, including hypothecation, and otherwise change of ownership of the stock of this association is and shall be subject to the duly adopted Bylaws of this association, including any amendments from time to time made thereto, and such written agreement between the association and the stockholders.

**ARTICLE VII**  
**Incorporators and Initial Stockholders**

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

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>NUMBER OF SHARES</u></b>
Aardema Dairy	144 West 400 South Jerome, Idaho 83338	One (1)
Double A Dairy	350 South County Line Road Jerome Idaho 83338	One (1)
Luis M. Bettencourt	2930 South 2300 East Wendell, Idaho 83355	One (1)
Double B Dairy, LLC	2930 South 2300 East Wendell, Idaho 83355	One (1)
Big Sky Dairy	2395 South 1500 East Gooding, Idaho 83330	One (1)
Skyline Dairy, LLC	30 East 200 South Jerome, Idaho 83338	One (1)

**ARTICLE VII**  
**INITIAL DIRECTORS**

The names and addresses of the initial directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Donald John Aardema	144 West 400 South Jerome, Idaho 83338
Ronald Aardema	350 South County Line Road Jerome Idaho 83338
Luis M. Bettencourt	2930 South 2300 East Wendell, Idaho 83355
Rick Onaindia	2930 South 2300 East Wendell, Idaho 83355
Michael J. Bosma	2395 South 1500 East Gooding, Idaho 83330
Russell Visser	30 East 200 South Jerome, Idaho 83338

The foregoing initial directors shall serve as directors until the first annual meeting of the stockholders and until their respective successors are elected and qualified.


**ARTICLE IX**  
**Amendment to Articles of Incorporation**

Except as required by or otherwise provided in Idaho Code § 22-2609 and in accordance with the Bylaws of this association, these Articles of Incorporation may be altered or amended in any respect, including increases and decreases in capital stock, at any regular meeting or at a special meeting called for that purpose; provided, however, any amendment must first be approved by two-thirds (2/3) of the directors, and thereafter adopted by the affirmative vote of two-thirds (2/3) of the stockholders of the association represented in person or by proxy at a regular meeting or at a special meeting called for the purpose of amending these Articles of Incorporation.

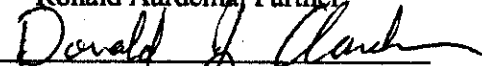
IN WITNESS WHEREOF, we, the undersigned, being the original incorporators of Quality Milk Producers, Inc., have hereunto set our hands, and caused these Articles of Incorporation to be executed in duplicate, this 16<sup>th</sup> day of January, 2008.

/// SIGNATURES APPEAR ON FOLLOWING PAGE ///


**Aardema Dairy, an Idaho general partnership**

By:   
Donald John Aardema, Partner

By:   
Ronald Aardema, Partner

By:   
Donald J. Aardema, Partner

**Double A Dairy, an Idaho general partnership**

By:   
Ronald Aardema, Partner

By:   
Donald J. Aardema, Partner

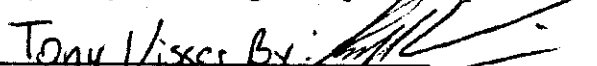

  
Luis M. Bettencourt, Individually

**Double B Dairy, LLC, an Idaho limited liability company**

By:   
Luis M. Bettencourt, Member

By:   
Rick Onaindia, Member

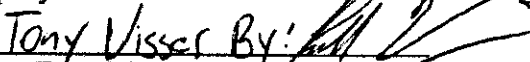

**Big Sky Dairy, an Idaho general partnership**

By:  By:   
Tony Visser, Partner by Russell Visser,  
Agent-in-Fact

By:   
Russell Visser, Partner

By:   
Michael Bosma, Partner

**Skyline Dairy, LLC, an Idaho limited liability company**

By:  By:   
Tony Visser, Member by Russell Visser,  
Agent-in-Fact

By:   
Russell Visser, Member

By:   
Michael Bosma, Member