

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HIGH DESERT MILK, INC.

RESTATED ARTICLE 1

NAME

The name of this cooperative is High Desert Milk, Inc.

RESTATED ARTICLE 2

DURATION

The duration of this cooperative is perpetual.

AMENDED ARTICLE 3

PURPOSES, POWERS, AND LIMITATIONS

3.1. Purposes: This cooperative is organized pursuant to the provisions of Idaho Code § 22-2601 *et. seq.* The purposes of this cooperative shall be to engage in any activity in connection with the production, marketing, or selling of the agricultural products of its members, or with the harvesting, preserving, drying, processing, canning, packing, storing, handling, shipping, or utilization thereof, or the manufacturing or marketing the by-products thereof; or in connection with the purchasing, manufacturing, selling, or supplying to its members of machinery, equipment, or supplies; or in the financing of the above enumerated activities; or in any one or more of the activities specified herein. This cooperative is to be deemed non-profit, in as much as it is not organized to make a profit for itself, as such, or for its members, as such, but only for its members as producers.

3.2. Powers: The cooperative shall have all the powers, privileges, and rights authorized by the laws of the State of Idaho.

3.3. Limitations: The cooperative may do business with nonmembers in an amount not to exceed that done with members. The cooperative shall not market the products of nonmembers in an amount the value which exceeds the value of the products marketed for members. The cooperative

C 139856

1
2 shall not purchase supplies and equipment for nonmembers in an amount the value of which exceeds
3 the value of supplies and equipment purchased for members. The cooperative shall not provide
4 services for nonmembers in an amount the value of which exceeds the value of services provided for
5 members.
6

7 AMENDED ARTICLE 4

8 MEMBERSHIP

9 This cooperative shall be without capital stock and shall admit applicants to membership on
10 such uniform conditions as may be prescribed by the Board of Directors of the cooperative, or in its
11 bylaws. The cooperative shall be operated on a cooperative basis for the mutual benefit of its members
12 as producers, and membership in the cooperative shall be restricted to producers who patronize the
13 corporation. The voting rights of the members shall be equal, and no member shall have more than one
14 (1) vote.

15 Memberships will only be issued to and held by agricultural producers, or cooperative
16 associations composed of agricultural producers, who are eligible for membership as provided by the
17 laws of the State of Idaho and who have been approved as members of the cooperative by the Board of
18 Directors and as provided in the bylaws of the cooperative. "Agricultural producers" are individuals,
19 partnerships, corporations, cooperative associations, or other entities that are engaged in the production
20 of horticultural, viticultural, forestry, dairy, livestock, poultry, bee, and any other farm product, and
21 cooperative associations of such agricultural producers. Tenants on land used for the production of
22 agricultural products or lessors of such land who receive rent as part of the product of such land shall
23 be considered to be actually engaged in the production of agricultural products. Members shall be
24 entitled to vote in the affairs of the cooperative in accordance with the bylaws. Members shall not
25 transfer their membership without the prior approval of the Board of Directors. A membership may be
26 redeemed as provided in the bylaws of the cooperative. A membership shall not be transferred to any
27 person or entity not engaged in the production of agricultural products.
28

RESTATED ARTICLE 5

INITIAL BOARD OF DIRECTORS

The names and addresses of the persons who shall serve as directors of the cooperative until the first annual meeting of the members or until their successors are elected and qualify are:

Ray Robinson
c/o Moo Mountain Milk, Inc.
506 East 500 South
Burley, Idaho 83318

Dan Ward
c/o Ward Dairy, L.L.C.
227 East 400 South
Burley, Idaho 83318

David Funk
c/o Funk Dairy, Inc.
3245 North 4700 East
Murtaugh, Idaho 83344

Danny Crane
c/o D & S Dairy, L.L.C.
513 Washington St.
Kimberly, Idaho 83341

Robert Whiteley
c/o American Cow Milking
Enterprises Dairy, Inc.
2000 South 700 West
Oakley, Idaho 83346

Brent Funk
c/o Magic Milk Dairy, Inc.
2911 North 4000 East
Hansen, Idaho 83334

RESTATED ARTICLE 6

REGISTERED AGENT AND REGISTERED OFFICE

The registered office of this cooperative is 227 East 400 South, Burley, Idaho 83318. The name of the registered agent at that address is Dan Ward.

AMENDED ARTICLE 7

DISSOLUTION

In the event of dissolution or liquidation of the cooperative, voluntarily or involuntarily, after all debts and liabilities of the cooperative have been paid, the remaining assets will be distributed as follows:

7.1. First, the holders of credits in the revolving capital shall be paid the amount of their credits in the fund.

7.2. Second, holders of membership shall be paid in an amount equal to the membership fee

1
2 paid in order to acquire membership in the cooperative.

3
4 7.3. Finally, distribution of any remaining assets shall be distributed on a patronage basis to all
5 patrons, both members and nonmembers alike, on the basis of their respective patronage and to those
6 patrons as shown on the books and records of the cooperative, to the extent practicable.

7 RESTATED ARTICLE 8

8 INCORPORATORS

9 The incorporators of the cooperative are:

10 Ray Robinson
11 c/o Moo Mountain Milk, Inc.
506 East 500 South
Burley, Idaho 83318

Dan Ward
c/o Ward Dairy, L.L.C.
227 East 400 South
Burley, Idaho 83318

12 David Funk
13 c/o Funk Dairy, Inc.
3245 North 4700 East
14 Murtaugh, Idaho 83344

Danny Crane
c/o D & S Dairy, L.L.C.
513 Washington St.
Kimberly, Idaho 83341

15 Robert Whiteley
16 c/o American Cow Milking
Enterprises Dairy, Inc.
2000 South 700 West
17 Oakley, Idaho 83346

Brent Funk
c/o Magic Milk Dairy, Inc.
2911 North 4000 East
Hansen, Idaho 83334

18
19 NEW ARTICLE 9

20 AMENDMENT OF ARTICLES

21 This amendment and restatement of the Articles of Incorporation are made pursuant to the
22 provisions of Idaho Code § 22-2609 and other applicable law:

23 9.1. The date of adoption of the restatement and amendment was July 19, 2001

24 9.2. The amendment was adopted by all directors and members. The number of
25 directors entitled to vote was six (6), the number of directors who voted for each amendment and
26 restatement was six (6) and the number of directors who voted against each amendment was zero (0).
27 The number of members entitled to vote was six (6), the number of members who voted for each
28

1
2
3 amendment and restatement was six (6) and the number of members who voted against each
4 amendment was zero (0).

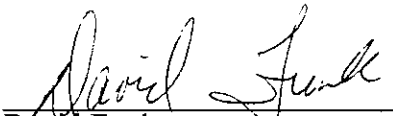
5 The Amended and Restated Articles were approved prior to the issuance of any stock in the
6 corporation.

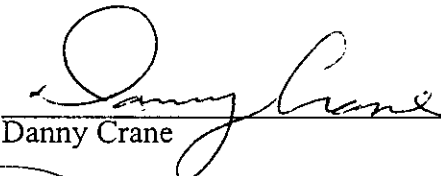
7 DATED this 19th day of July, 2001.

8 DIRECTORS AND INITIAL
9 INCORPORATORS

10 
11 Ray Robinson

12 
13 Dan Ward

14 
15 David Funk

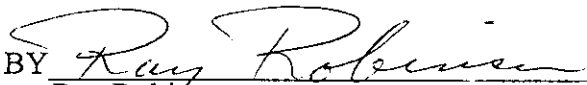
16 
17 Danny Crane

18 
19 Robert Whiteley


20 
21 Brent Funk

22 MEMBERS


23 MOO MOUNTAIN MILK, INC.

24 BY 
25 Ray Robinson

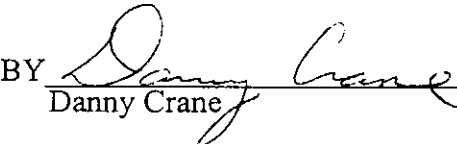
26 WARD DAIRY, L.L.C.

27 BY 
28 Dan Ward

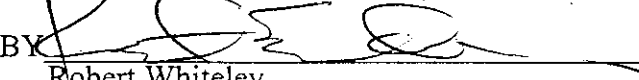
FUNK DAIRY, INC.

BY 
David Funk

D & S DAIRY, L.L.C.

BY 
Danny Crane

AMERICAN COW MILKING
ENTERPRISES DAIRY, INC.

BY 
Robert Whiteley

MAGIC MILK DAIRY, INC.

BY 
Brent Funk