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Ben Ysursa, Secretary of State

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WHITESIDES DAIRY, INC.

175 SW TEMPLE STE 710
SALT LAKE CITY, UT 84147

Type of Business: CORPORATION, GENERAL BUSINESS

Status: GOODSTANDING, ANREPT SENT 03 Jan 2005

State of Origin: IDAHO

Date of 18 Mar 1997

Origination/Authorization:

Initial Registered Agent: TRAVIS L. BOWEN, P.C.
1906 JENNIE LEE DR
IDAHO FALLS, ID 83404

Organizational ID / Filing C118732
Number:

Number of Authorized Stock 10000
Shares:

Date of Last Annual Report: 04 Feb 2005

Amendments:

Amendment filed 18 Mar 1997 INCORPORATION

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No. C 118732		Due no later than March 31, 2005 Annual Report Form		2. Registered Agent and Office NO PO BOX	
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080		3. Mailing Address. Correct in this box if applicable. WHITESIDES DAIRY, INC. TRAVIS BOWEN, PC 175 South West Temple, Ste 710 PO BOX 11637 Salt Lake City, Utah 84147		TRAVIS L. BOWEN, P.C. 1906 JENNIE LEE DR IDAHO FALLS, ID 83404	
NO FILING FEE IF RECEIVED BY DUE DATE				3. New Registered Agent Signature	
4. Corporations: Enter Name		Secretary and Directors.			
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
	Secretary Steve Whitesides	719 E 700 NORTH			
					Rupert, ID 83350
5. Organized Under the Laws of: IDAHO C 118732		6. Signature <u>St Whitesides</u> Date <u>1-12-05</u> Name <u>Steve Whitesides</u> Title <u>Manager</u>			
Issued 01/03/2005		Do Not Tape or Staple		200503003773	

ARTICLE 7: INCORPORATORS

The names and addresses of the Incorporators of the Corporation who are residents of the State of Idaho are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Steven R. Whitesides	719 East 700 North Rupert, Idaho 83350
Brent Whitesides	719 East 700 North Rupert, Idaho 83350

ARTICLE 8: DIRECTORS AND CUMULATIVE VOTING

The number of Directors constituting the initial Board of Directors of this Corporation is two (2), and the names and addresses of the persons who are to serve as Directors until the next annual meeting of Shareholders or until their successors are elected and shall qualify, are:

<u>NAME</u>	<u>ADDRESS</u>
Steven R. Whitesides	719 East 700 North Rupert, Idaho 83350
Brent Whitesides	719 East 700 North Rupert, Idaho 83350

Such Directors are to be elected by cumulative voting, in that each Shareholder shall be entitled to vote all of his whole or fractional shares cumulatively.

The number of Directors can range from a minimum of the lowest amount allowed by law to a maximum of seven (7).

At each election of Directors, each Shareholder entitled to vote at such elections shall have the right to accumulate his votes and give one candidate a number of votes equal to the number of Directors to be elected, multiplied by the number of votes to which his shares are entitled, or to distribute his votes on the same principal among as many candidates as he desires. The candidates, up to the number of Directors to be elected, receiving the highest number of votes shall be elected.