

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

**FarmFirst Dairy Cooperative
(Formerly known as Family Dairies USA Cooperative)**

ARTICLE I

Name

The name of the cooperative shall be FarmFirst Dairy Cooperative

ARTICLE II

Period of Existence

The period of existence shall be perpetual.

ARTICLE III

Purpose and Powers

The cooperative is formed for the purpose of engaging in any activity and to possess all of the general and special powers for which cooperatives may be organized and with which it may be vested under the Wisconsin Statutes, the cooperative's Articles of Incorporation and Bylaws and the decisions of its membership in pursuance of its purposes.

ARTICLE IV

Limitations

The cooperative shall not market the products of non-members in an amount the value of which does not exceed the value of the products marketed for members, or which purchases supplies and equipment for non-members in an amount the value of which does not exceed the value of supplies and equipment purchased for members, provided that the value of the purchases made for persons who are neither members nor producers does not exceed 15% of the value of all its purchases.

ARTICLE V

Non-stock Association

This cooperative shall be a non-stock association.

ARTICLE VI

- (a) **Membership**. The cooperative shall have one class of membership and admit applicants to membership upon such conditions as may be prescribed by its By-laws and shall be operated on a non-profit basis for the mutual benefit of its members.
- (b) **Voting**. The voting rights of the members of the cooperative shall be equal and no member shall have more than one vote. The By-laws may provide for representation of members by delegates apportioned territorially in which event a delegate shall cast one vote. A member may vote by mail as may be provided for in the Bylaws.
- (c) **Property rights**. The property rights and interest of each member in the cooperative may be unequal; and shall be determined and fixed in the proportion that the patronage of each member shall bear to the total patronage of all members with the cooperative.

ARTICLE VII

Liquidation

In the event of any liquidation or dissolution of this cooperative, whether voluntary or involuntary, all debts and liabilities of this cooperative shall be paid first according to their respect priorities. Second, all capital furnished through patronage shall then be distributed without priority on a pro rata basis, or in full if

funds are available, to the patrons to whom allocated on the books of the cooperative. Third, any remaining assets of this cooperative shall be distributed among the patrons of this cooperative in the proportion which the aggregate patronage of each patron for the last five complete fiscal years of the cooperative bears to the total patronage of all patrons for the last five complete fiscal years of the cooperative as shown by the records of this cooperative.

ARTICLE VIII

Distribution of Net Proceeds

This cooperative shall be operated on a non-profit basis for the mutual benefit of its members. At least once annually net proceeds of this organization shall be distributed as provided by the By-laws and by Wisconsin Statutes. Reasonable reserves for necessary purposes may be created and any of the net proceeds may be credited to allocated or unallocated surplus or reserves of the cooperative.

ARTICLE IX.

Merger or Consolidation

The cooperative may approve a plan of merger or consolidation of the cooperative with another association upon a majority vote of the members of the cooperative who cast votes on the question.

ARTICLE X

Amendment or Dissolution of Articles

These articles may be amended or dissolved in the manner provided by statute at the time of amendment or dissolution.

ARTICLE XI

Place of Business

The cooperative shall have its principle place of business at 4001 Nakoosa Trail, Suite 100, Madison, WI 53714-1381 in the City of Madison, Dane County, Wisconsin or such other places within the State as the Board of Directors may designate; provided, however, the cooperative may designate branch offices at any place in Wisconsin or any other state where it may be engaged in business.

ARTICLE XII

Directors

The number of Directors of the cooperative shall be no less than five nor more than twenty-one, as shall be provided in the By-laws.

ARTICLE XIII

Supersede Prior Articles and Amendments

These restated articles supersede and take the place of the existing articles of incorporation and any amendments thereto.

ARTICLE XIV

Change Basis of Distribution on Liquidation

These articles of incorporation may be amended to change the basis of distribution of assets on liquidation of the Cooperative.

DRAFTER OF ARTICLES OF MERGER

These articles of incorporation were drafted by Jerome D. Krings, Chernov, Stern & Krings, S.C., Two Plaza East, Suite 1275, 330 East Kilbourn Avenue, Milwaukee, Wisconsin 53202.