



CERTIFICATE OF INCORPORATION
OF

BOISE BEVERAGE, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

BOISE BEVERAGE, INC.

duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received
in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: *October 1, 1981*



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

BOISE BEVERAGE, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is Boise Beverage, Inc.

ARTICLE II

Period of Duration

The period of duration of the corporation is perpetual.

ARTICLE III

Purposes

The purpose or purposes for which the corporation is organized are: The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including, but not limited to merchandise, sale, offer for sale, and distribute at wholesale and retail, beverages of all kinds and for all purposes, whether in bulk, package, bottle, or can, and to generally deal in products of all kinds.

ARTICLE IV

Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of common stock, of one class, of the par value of \$100.00 per share.

ARTICLE V

Registered Office

The address of the initial registered office of the corporation is the Toebaling Building, P.O. Box 396, Rupert, Idaho 83350, and the name of its initial Registered Agent at such address is Roger D. Ling.

ARTICLE VI

Initial Board of Directors

The number of directors constituting the initial Board of Directors of the corporation is four (4), and the names and

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

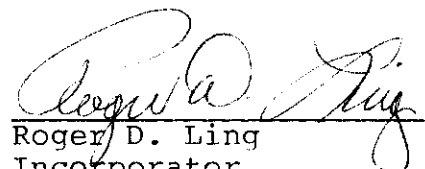
<u>NAME</u>	<u>ADDRESS</u>
Thomas A. Rudy	200 Churchill Drive Burley, Idaho 83318
Warren L. Shillington	Route #6, Poleline Road Twin Falls, Idaho 83301
John Zollinger	P.O. Box 427 Idaho Falls, Idaho 83401
Roger D. Ling	P.O. Box 623 Rupert, Idaho 83350

ARTICLE VII

Incorporator

The name and address of the incorporator is Roger D. Ling, P.O. Box 623, Rupert, Idaho 83350.

DATED this 29th day of September, 1981.



Roger D. Ling
Incorporator