

# State of Idaho

## Department of State

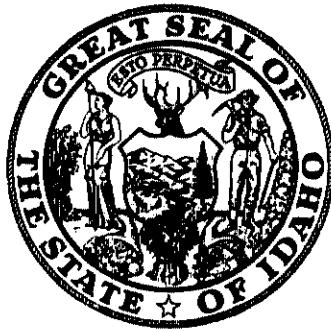
### CERTIFICATE OF INCORPORATION OF

FERGUSON HEALTH & NUTRITION, 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 the above named corporation, 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: January 8, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Valerie Taylor*

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ARTICLES OF INCORPORATION

OF  
FERGUSON HEALTH & NUTRITION, INC.

RECEIVED  
SEC. OF STATE

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

FIRST: That the name of the corporation is:

FERGUSON HEALTH & NUTRITION, INC.

SECOND: That the period of its duration is perpetual.

THIRD: That the purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: That the aggregate number of shares which the corporation shall have authority to issue is one hundred thousand (100,000) shares of common stock, all of one class, without par value.

FIFTH: That the address of the initial registered office of the corporation is: 175 South 5th West, Rexburg, Idaho 83440; that the name of its initial registered agent at such address is: Michael D. Ferguson.

SIXTH: The Shareholders of the corporation may, from time to time, distribute to themselves out of capital surplus of the corporation a portion of its assets, in cash or property, subject to the following provisions;

**ARTICLES OF INCORPORATION -1**

(a) No such distribution shall be made at a time when the corporation is insolvent or when such distribution would render the corporation insolvent;

(b) No such distribution shall be made unless it is authorized by the affirmative vote of the holders of a majority of the outstanding shares;

(c) Each such distribution, when made, shall be identified as a distribution from capital surplus and the amount per share disclosed to the Stockholder receiving the same concurrently with the distribution thereof.

**SEVENTH:** That the number of Directors constituting the initial Board of Directors of the corporation is two (2), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of Stockholders or until their successor is elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Michael D. Ferguson	2120 North 6th West Rexburg, Idaho 83440
Valene I. Ferguson	2120 North 6th West Rexburg, Idaho 83440

**EIGHTH:** That the name and address of the incorporators are:

<u>Name</u>	<u>Address</u>
Michael D. Ferguson	2120 North 6th West Rexburg, Idaho 83440
Valene I. Ferguson	2120 North 6th West Rexburg, Idaho 83440

DATED this 29 day of December, 1992.

Michael D. Ferguson

Valene I. Ferguson

STATE OF IDAHO }  
County of Bonneville } ss.

On this 29th day of December, 1992, before me,  
Debbie W. Hamilton, a Notary Public in and for said  
State, personally appeared MICHAEL D. FERGUSON and VALENE I.  
FERGUSON, known to me to be the persons whose names are subscribed  
to the within and foregoing instrument, and acknowledged to me that  
they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal, the day and year in this certificate  
first above written.

Notary Public for Idaho  
Residing at: Idaho Falls, Idaho  
Commission Expires: 4/11/93