



**CERTIFICATE OF INCORPORATION  
OF**

**FISHERMANS BAIT CO., 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: June 13, 1990



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Euphemia M. Zabala*

92591

ARTICLES OF INCORPORATION

FOR

FISHERMANS BAIT CO., INC.

JUN 10 2 02 PM '90  
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS, that we, the under-  
signed, have this day voluntarily associated ourselves  
together for the purpose of forming a Corporation under the  
laws of the State of Idaho, and we hereby certify that:

FIRST

The name of this Corporation shall be Fishermans Bait  
Co., Inc.

SECOND

This Corporation is a common stock corporation.

THIRD

The period of duration for Fishermans Bait Co., Inc.  
shall be perpetual.

FOURTH

The purposes and objects for which this corporation is  
formed are for the manufacture and sale of fish bait and all  
other lawful purposes.

FIFTH

That the location and post office address of the initial  
registered office of this Corporation in the State of Idaho,  
and its initial registered agent shall be as follows:

Richard L. Campbell  
204 Sinclair Avenue  
P. O. Box 130  
Parma, Idaho 83660

## SIXTH

That the capital stock of this Corporation shall consist of 100 shares of common stock, having a par value of \$1.00 per share and an aggregate par value of \$100.00; each of the shares shall be non-assessable when fully paid for.

The capital stock of this Corporation shall not be divided into classes, but shall consist of one class only, that being common stock; that each share of stock shall be entitled to one vote in all matters wherein the shareholders of this Corporation shall be entitled to vote, and each share shall in all respects be equal to every other share.

Capital stock shall be transferred only in accordance with such rules and regulations as are established by the By-laws of the Corporation, and all restrictions relative to the transfer of shares of stock of the Corporation shall be noted on the stock certificate issued by the Corporation.

## SEVENTH

That the name and post office address of each of the incorporators, and the number of shares of the capital stock of this Corporation described in the preceding paragraph, subscribed to each, is as follows:

<u>Name</u>	<u>Address</u>	<u># of Shares</u>
Edward B. Byrne	1765 West 6th Weiser, ID 83762	33
Richard L. Campbell	P. O. Box 130 Parma, ID 83660	34
Keith E. Reno	P. O. Box 142 Parma, ID 83660	33

**EIGHTH**

That the right and power to adopt, repeal, alter, rescind, and amend the By-laws of this Corporation and to adopt new By-laws is hereby expressly conferred upon the Board of Directors of this Corporation as provided by Title 30 of the Idaho Code.

**NINTH**

That there shall be three (3) members of the initial Board of Directors whose names and addresses are as follows:

Edward B. Byrne	1765 W. 6th, Weiser, ID 83672
Richard L. Campbell	P. O. Box 130, Parma, ID 83660
Keith E. Reno	P. O. Box 142, Parma, ID 83660

At any or anytime after the first regular meeting of the members, the members may increase at any regular or special meeting by a majority of the members providing a quorum is present.

**TENTH**

Amendment to these Articles shall require a simple majority of the outstanding stock, except where expressly provided otherwise.

IN WITNESS WHEREOF, we have hereunto set our hands this 13 day of June, 1990.

  
EDWARD B. BYRNE

  
RICHARD L. CAMPBELL

  
KEITH E. RENO