



CERTIFICATE OF INCORPORATION  
OF

THE GOOD EARTH, INCORPORATED

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 GOOD EARTH, INCORPORATED

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: February 24, 1982



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Dellie Harnsworth*

Articles of Incorporation  
of  
THE GOOD EARTH, Incorporated

The undersigned incorporators, desiring to form a corporation (hereinafter referred to as the Corporation) pursuant to the provisions of The Idaho Corporation Act, as amended (hereinafter referred to as the Act), execute the following articles of incorporation.

ARTICLE I  
Name

The name of the Corporation is THE GOOD EARTH, Incorporated.

ARTICLE II  
Purpose

The purposes for which the corporation is formed are:

- Section 1. To engage in the restaurant business: To acquire by means of purchase such food items as are necessary to prepare standard or unusual food items intended to be retailed to the general public for human consumption; to purchase, lease or rent real or personal property to be used in the procurement, storage, transportation, preparation, and/or service of said food items; to hire employees as deemed necessary, to procure, store, transport, prepare, and/or serve said food items to the general public; to maintain, build, store, transport, or procure any real or personal property necessary for the operation of said business.
- Section 2. To engage in the catering business: To acquire by means of purchase such food items as are necessary to prepare standard or unusual food items intended to be retailed to the general public for human consumption; to purchase, lease or rent real or personal property to be used in the procurement, storage, transportation, preparation, and/or service of said food items; to hire employees as deemed necessary, to procure, store, transport, prepare, and/or serve said food items to the general public; to maintain, build, store, transport, or procure any real or personal property necessary for the operation of said business.
- Section 3. To engage in other business operations, in related or unrelated areas, which are deemed profitable by a two-thirds (2/3) majority vote of the outstanding shares of common stock.
- Section 4. Capacity to Act. To have the capacity to act possessed by natural persons, but to have authority to perform only such acts as are necessary, convenient or expedient to accomplish the purposes for which it is formed, and such as are not repugnant to law.
- Section 5. To Deal in Personal Property. To acquire (by purchase, lease, exchange, hire or otherwise), hold, mortgage, pledge, sell, hypothecate, exchange, deal in and dispose of, alone or in syndicates or otherwise in conjunction with others, commodities and other personal property of every kind, character, and description whatsoever and wheresoever situated, and in any interest therein.
- Section 6. To Deal in Real Property. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, improve, manage, operate, lease as lessee, let as lessor, sell, convey or mortgage, either

alone or in conjunction with others, real estate of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

Section 7. To Act as Agent. To act in any state in which the corporation is qualified to do business, as agent or representative for any individual, association, corporation, or legal entity, respecting business which the corporation is authorized to transact.

Section 8. To Make Contracts. To enter into, make, perform, and carry out or cancel and rescind, contracts for any lawful purposes pertaining to its business.

Section 9. To Deal in Patent Rights. To acquire (by purchase, exchange, lease, hire or otherwise), hold, use, assign, sell, lease and grant licenses or sublicenses in respect of, pledge or otherwise dispose of, letters patent of the United States or any foreign country, patent rights, licenses, privileges, inventions, improvements, processes, copyrights, trade-marks and trade names.

Section 10. To Deal in Good Will. To acquire (by purchase, exchange, lease, hire or otherwise) all or any part, of the good will, rights property and business of any person, entity, partnership, association, or corporation heretofore or hereafter engaged in any business similar to any business which the corporation has power to conduct; to pay for the same in cash or in stocks, bonds or other obligations of the corporation or otherwise; to hold, utilize and in any manner dispose of the whole, or any part, of the rights and property so acquired, and to assume in connection therewith any liabilities of any such person, entity, partnership, association, or corporation, and conduct in any lawful manner the whole, or any part, of the business thus acquired.

Section 11. To Execute Guaranties. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts, or other obligations.

Section 12. To Enter into Partnerships. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association, or cooperative association with any corporation, association, partnership, individual, or other legal entity, for the carrying on of any business which the corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the corporation.

Section 13. To Raise Funds. To borrow or raise moneys for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, indorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof, and the interest thereon, by mortgage on, or pledge, conveyance, or assignment in trust of, the whole, or any part, of the assets of the corporation, real, personal, or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities or other obligations of the corporation for its corporate purposes.

- Section 14. To Deal in Its Own Securities. To acquire (by purchase, exchange, lease, hire or otherwise), hold, sell, transfer, reissue, or cancel the shares of its own capital stock, or any securities or other obligations of the corporation, in the manner and to the extent now or hereafter permitted by the laws of Idaho, except that the corporation shall not use its funds or other assets for the purchase of its own shares of stock when such use would cause any impairment of the capital of the corporation, and except that shares of its own capital stock beneficially owned by the corporation shall not be voted directly or indirectly.
- Section 15. To Deal in Securities Generally. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other individuals, or domestic or foreign corporations, associations or partnerships, for whatever purpose or purposes formed or operating, or direct or indirect obligations of the United States or of any government, state, territory, governmental district or municipality or of any instrumentality thereof.
- Section 16. Rights, Privileges and Powers. Subject to any limitations or restrictions imposed by law or by these articles of incorporation, to have and exercise all the general rights, privileges and powers specified in.
- Section 17. General Clause. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, which is not forbidden by the laws of the State of Idaho, or by the provisions of these articles of incorporation.
- Section 18. Construction of Foregoing Sections. The foregoing sections shall be construed as purposes as well as powers, and the matters expressed in each section shall, unless otherwise expressly provided, be in nowise limited by reference to or inference from, the terms of any other section, each of such sections being regarded as creating independent powers and purposes. The enumeration of specific powers and purposes in any of such sections shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of such sections, or the scope of the general powers of the corporation created thereby; nor shall the expression of one thing be deemed to exclude another not expressed, whether or not it be of like nature. The corporation shall not, however, carry on in any state, territory, district, possession or country any business, or exercise any powers, which a corporation organized under the laws thereof could not carry on or exercise.
- Section 19. Limiting Clause. Nothing in this article contained shall be construed to authorize the conduct by the corporation of rural loan and savings associations, credit unions, or a banking, railroad, insurance, surety, trust, safe deposit, mortgage guarantee, or building and loan business, or to authorize the corporation to carry on the business of receiving deposits of money, bullion, or foreign coins, or of issuing bills, notes, or other evidences of debt for circulation as money.

ARTICLE III  
Term of Existence

The period during which the corporation shall continue is perpetual.

ARTICLE IV  
Principal Office and Resident Agent

The post office address of the principal office of the corporation is 108 West Main Street, Jerome, Idaho 83338; and the name and post office address of its resident agent in charge of such office is Kent L. Cramer, 108 West Main Street, Jerome, Idaho 83338.

ARTICLE V  
Amount of Capital Stock

The total number of shares into which the authorized capital stock of the corporation is divided is 1000 shares without par value.

ARTICLE VI  
Terms of Capital Stock

- Section 1. Consideration for Capital Stock. Three hundred (300) shares of the capital stock shall be issued for consideration as follows; Two hundred (200) shares shall be issued for cash at ten (10) dollars per share and one hundred (100) shares shall be issued for other reasonable consideration.
- Section 2. Capital. The aggregate net amount of the consideration received by the corporation from the sale of its capital stock shall, from time to time, be the capital of the corporation.
- Section 3. Preemptive Rights. The holders from time to time of the capital stock of the corporation shall have the right to purchase, at such respective equitable prices, terms and conditions (including pragmatic adjustments to avoid the issue of fractional shares) as shall be fixed by the board of directors, such of the shares of the capital stock of the corporation as may be hereafter issued, from time to time, whether constituting a part of the capital stock presently or subsequently authorized, and including shares held in the treasury of the corporation, in the respective ratios which the number of shares held by each shareholder at the respective times of such issues bears to the total number of shares issued and outstanding in the names of all shareholders at such respective times.
- Section 4. Dividends. Such dividends as may be determined by the board of directors (after giving due consideration to the needs of the corporation for adequate reserves and working capital) may be declared and paid upon the capital stock from time to time out of the surplus earnings or net profits of the corporation.

ARTICLE VII  
Voting Rights of Capital Stock

Every owner of the capital stock of the corporation shall have the right, at every shareholders' meeting, to vote for each share of stock standing in his name on the books of the corporation.

ARTICLE VIII  
Paid-in Capital

The amount of paid-in capital, with which the corporation is beginning business, is two thousand dollars (\$2000.00).

ARTICLE IX  
Data Respecting Directors

Section 1. Number. The number of directors of the corporation is three (3).

Section 2. Qualifications. Directors need not be shareholders of the corporation. A majority of the directors at any time shall be citizens of the United States.

ARTICLE X  
Further Data Respecting Directors

Section 1. Names and Post Office Addresses. The names and post office addresses of the first board of directors of the corporation are as follows:

Name	Number and Street	City	State	Zip
Kent L. Cramer	603 East F Avenue	Jerome	Idaho	83338
E. Kay Cramer	603 East F Avenue	Jerome	Idaho	83338
Jackie E. Benson	Route # 1	Jerome	Idaho	83338

Section 2. Citizenship. All of such directors are citizens of the United States.

ARTICLE XI  
Data Respecting Incorporators

Section 1. Names and Post Office Addresses. The names and post office addresses of the incorporators of the corporation are as follows:

Name	Number and Street	City	State	Zip
Kent L. Cramer	603 East F Avenue	Jerome	Idaho	83338
E. Kay Cramer	603 East F Avenue	Jerome	Idaho	83338
Jackie E. Benson	Route #1	Jerome	Idaho	83338

Section 2. Age and Citizenship. All of such incorporators are of lawful age; and all of such incorporators are citizens of the United States.

Section 3. Compliance with Provisions. The undersigned incorporators hereby certify that the person or persons intending to form the corporation first caused lists for subscriptions to the shares of the capital stock of the corporation to be opened at such time and place as he or they determined; when such subscriptions had been obtained in an amount not less than \$1,000, such person or persons, or a majority of them, called a meeting of such subscriber for the purpose of designating the incorporators and of electing the first board of directors; the incorporators so designated are those named in section 1 of this article; and the directors so elected are those named in section 1 of article X.

ARTICLE XII  
Provisions for Regulation of Business and Conduct  
of Affairs of Corporation

- Section 1. Meetings of Shareholders. Meetings of the shareholders of the corporation shall be held at such place, within or without the State of Idaho, as may be specified in the respective notices, or waivers of notice, thereof.
- Section 2. Meetings of Directors. Meetings of the directors of the corporation shall be held at such place, within or without the State of Idaho, as may be specified in the respective notices, or waivers of notice, thereof.
- Section 3. Code of Bylaws. The board of directors of the corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the code of bylaws of the corporation but the affirmative vote of a majority of the members of the board of directors, for the time being, shall be necessary to make such code or to effect any alteration, amendment or repeal thereof.
- Section 4. Interest of Directors in Contracts. Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are stockholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the board of directors which acts upon, or in reference to, such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the board of directors and the board of directors shall authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.
- Section 5. Additional Powers of Directors. In addition to the powers and authorities hereinabove or by statute expressly conferred, the board of directors is hereby authorized to exercise all such powers and do all such acts and things as may be exercised or done by a corporation organized and existing under the provisions of the act.
- Section 6. Amendment of Articles of Incorporation. The corporation reserves the right to alter, amend, or repeal any provisions contained in these articles of incorporation in the manner now or hereafter prescribed by the provisions of the act, or any other pertinent enactment of the general assembly of the State of Idaho; and all rights and powers conferred hereby on shareholders, directors, and officers of the corporation are subject to such reserved right.

ARTICLE XIII  
Debt Limitations

- Section 1. The private property and assets of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any amount or to any extent whatever.
- Section 2. The private property and assets of the corporation shall not be subject to the payment of stockholders' debts in any amount or to any extent whatever.

In witness whereof, the undersigned, being all of the incorporators designated in Article XI, execute these articles of incorporation and certify to the truth of the facts herein stated, this 19 day of February, 1982.

Kent L. Cramer  
Kent L. Cramer

E Kay Cramer  
E. Kay Cramer

Jackie E. Benson  
Jackie E. Benson

State of Idaho,

SS:

County of JEROME,

I, the undersigned, a notary public duly commissioned to take acknowledgments and administer oaths in the State of Idaho, certify that KENT L. CRAMER, E. KAY CRAMER, JACKIE E. BENSON, being all of the incorporators referred to in Article XI of the foregoing articles of incorporation, personally appeared before me; acknowledged the execution thereof; and swore to the truth of the facts therein stated.

Witness my hand and notarian seal this 19th day of FEBRUARY, 1982.

My commission expires 15 Aug. 83.