



CERTIFICATE OF INCORPORATION  
OF

LITEHOUSE DISC, 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 \_\_\_\_\_

LITEHOUSE DISC, 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: *January 13, 1982*



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
LITEHOUSE DISC, INC.

KNOW ALL MEN BY THESE PRESENTS that, Edward W. Hawkins, Sr., Edward W. Hawkins, Jr., and Douglas V. Hawkins, being over the age of eighteen (18) years, and for the purposes of forming a corporation under the Idaho Business Corporation Act, hereby certify and adopt in duplicate the following Articles of Incorporation.

ARTICLE I.

The name of the Corporation shall be "LITEHOUSE DISC, INC.", and its existence shall be perpetual.

ARTICLE II.

The purpose and objects of this Corporation are as follows:

1. To sell on a commission basis and to buy and to sell for its own account salad dressings and related products, as well as other food products of all kinds which are destined for export under circumstances such that the Corporation will qualify as a DISC as defined in IRC Section 992; to buy, sell, mortgage, lease and deal in real estate and personal property, including food products and other property defined in IRC Section 993(b); and to do and perform any and all acts and services as are related and subsidiary to any qualified sale, exchange or other disposition of export property by the Corporation.

2. To engage in activities which are necessary, suitable, or convenient for the accomplishment of these purposes or which are incidental thereto or connected therewith, provided that any such incidental activities will not be such as to disqualify the Corporation's status as a DISC; and to conduct its business and carry out those purposes in any state, territory, district or possession of the United States or in any other foreign country to the extent not forbidden by law.

3. To engage in generally and to carry on any lawful trade which may in the judgment of the Board of Directors, at any time, be necessary, useful or advantageous to this Corporation.

4. In furtherance of and not in limitation of the general powers conferred by the laws of the state of Idaho, it is expressly provided that this Corporation shall also have the following powers:

(a) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the stock of this Corporation, provided that money or property of the Corporation shall not be used for purchase of shares of its own stock when such use would cause any impairment of the capital of the Corporation. The Corporation shall not be entitled to vote, either directly or indirectly, on any share of its own stock which it may hold.

(b) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the bonds, debentures, notes, and other securities and obligations of this Corporation.

(c) To borrow money and give security therefor.

(d) To enter into, make, perform and carry out contracts of every kind for any lawful purpose pertaining to its business, with any individual, and any firm, association, corporation, or with any government, municipality, or public authority, domestic or foreign.

(e) To do everything necessary, proper, convenient or incidental to the accomplishment of the purposes and objects of this Corporation, or which is calculated directly or indirectly to promote the welfare or interests of the Corporation or enhance the value or render profitable any of its properties or rights.

(f) To do any and all things in this Article set forth to the same extent a natural person might or could do and in any part of the world as principals, agents, contractors, trustees, or otherwise, either alone or in the company with others.

PROVIDED, however, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business, to exercise any power or to do any act which a corporation formed under the Idaho Business Corporation Act, or any amendment thereto, or substitute therefor, may not at the same time lawfully carry on or do.

### ARTICLE III.

Shareholders of this Corporation shall not have preemptive rights to acquire additional shares offered for sale by the Corporation.

### ARTICLE IV.

1. The location and post office address of the registered office of the Corporation in this state shall be:  
1109 North Ella, Sandpoint, Idaho 83864.

2. The registered agent of the Corporation shall be Douglas V. Hawkins, whose address is 1109 North Ella, Sandpoint, Idaho 83864.

3. The mailing address of the Corporation shall be P.O. Box 342, Hope, Idaho 83836.

#### ARTICLE V.

1. The total number of shares authorized and which may be issued by this Corporation is twenty-five thousand (25,000) shares each with a par value of One Dollar (\$1.00) and all of one class to be known as common stock.

2. Each share of said stock shall be entitled to one (1) vote.

3. The holders of stock of this Corporation shall not be held individually responsible as such for any debts, contracts, liabilities, or engagements of the Corporation, and shall not be liable for assessments to restore impairments in the capital of the Corporation; nor shall stock of this Corporation be liable to assessment for any purpose.

#### ARTICLE VI.

The amount of paid-in capital with which the Corporation will begin business is Two Thousand Five Hundred Dollars (\$2,500.00).

#### ARTICLE VII.

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation and in any manner now or hereafter prescribed

or permitted by statute. All rights of stockholders of the Corporation are granted subject to this reservation.

#### ARTICLE VIII.

1. The number of Directors of the Corporation shall be fixed as provided in the Bylaws and may be changed from time to time by amending the Bylaws as therein provided, but the number of Directors shall not be less than three (3) nor more than nine (9), unless all of the shares of stock of the Corporation are owned beneficially and of record by one (1) or two (2) stockholders, in which case the number of Directors may be less than three (3) but not less than the number of the stockholders.

2. In furtherance of and not in limitation of the powers conferred by the laws of the state of Idaho, the Board of Directors is expressly authorized to make, alter, and repeal the Bylaws of the Corporation, subject to the power of the stockholders of the Corporation to change or repeal such Bylaws.

3. The Corporation may enter into contracts and otherwise transact business as vendor, purchaser or otherwise with its Directors, officers and stockholders and with corporations, associations, firms and entities in which they are or may become interested as directors, officers, shareholders, members, or otherwise, as freely as if such adverse interests did not exist, even though vote, action or presence of such directors, officers or stockholders may be necessary to obligate the Corporation upon such contracts or

transactions; and in the absence of fraud, no such contracts or transactions shall be avoided and no such director, officer or stockholder shall be held liable to account to the Corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the Corporation arising out of such office or stock ownership, or for any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of the Corporation (but not in the case of stockholders who are not directors or officers) the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the Corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the Corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions of that corporation, association, firm or entity.

4. Any contract, transaction, or act of the Corporation or of the Directors or of any officers of the Corporation which shall be ratified by a majority of a quorum of the stockholders of the Corporation at any annual meeting or any special meeting called for such purpose, shall, insofar as permitted by law, be as valid and as binding as though ratified by every stockholder of the Corporation.

5. The Board of Directors of the Corporation is hereby specifically authorized to adopt Bylaws restraining the alienation of the shares of the Corporation and further providing for the purchase or redemption by the Corporation of its shares.

6. The first Directors of this corporation shall be four (4) in number and their addresses are as follows:

<u>Name</u>	<u>Address</u>
Edward W. Hawkins, Sr.	P.O. Box 342 Hope, Idaho 83836
Lorena Hawkins	P.O. Box 342 Hope, Idaho 83836
Edward W. Hawkins, Jr.	P.O. Box 342 Hope, Idaho 83836
Douglas V. Hawkins	P.O. Box 342 Hope, Idaho 83836

7. The term of the first Directors shall be until the first annual meeting of the stockholders of the Corporation to be held on the 11th day of February, 1983, and until their replacements are elected and qualified.

#### ARTICLE IX.

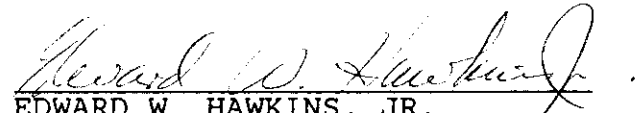
The names and post office addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Edward W. Hawkins, Sr.	P.O. Box 342 Hope, Idaho 83836
Edward W. Hawkins, Jr.	P.O. Box 342 Hope, Idaho 83836
Douglas V. Hawkins	P.O. Box 342 Hope, Idaho 83836



IN WITNESS WHEREOF, the incorporators hereinabove named  
have hereunto set their hands in duplicate this 8<sup>th</sup> day  
of January, 1982.

  
EDWARD W. HAWKINS, SR.

  
EDWARD W. HAWKINS, JR.

  
DOUGLAS V. HAWKINS