

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

RIVER VALLEY FROZEN FOODS, 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: September 8, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Ara Seipel*

**ARTICLES OF INCORPORATION**  
**OF**  
**RIVER VALLEY FROZEN FOODS, INC.**

1 35 PM '93  
SECRETARY OF STATE

**KNOW ALL MEN BY THESE PRESENTS:**

That we, the undersigned, have associated ourselves together for the purpose of forming a Corporation, under and by virtue of the Laws of the State of Idaho, and for the purpose, we do hereby certify, declare and agree as follows:

**ARTICLE I:** The name of the Corporation shall be:

**RIVER VALLEY FROZEN FOODS, INC.**

**ARTICLE II:** This corporation shall be perpetual in existence, from the date of incorporation, unless sooner dissolved or discontinued, in accordance with the Laws of the State of Idaho.

**ARTICLE III:** The principal office and place of business of the Corporation shall be 510 East First, Weiser, ID 83672. This corporation may do business at any place within or without the State of Idaho, and may accordingly, appoint business agents anywhere in the United States, by resolution of the Board of Directors.

**ARTICLE IV:** The pursuits, businesses, purposes and objectives for which the Corporation is organized are as follows:

To conduct, carry out and perform all activities relating to raising, processing, contracting and selling agricultural food products;

To do every legal and lawful thing in the same way or manner which any natural person could or would do, and with all the powers now or hereafter conferred by the laws of the State of Idaho upon corporations as specified in Section 30-1-4, Idaho Code, and to have, exercise, use, and employ any or all of the same, and any or all of the objects, purposes, powers, privileges, authority and rights therein and herein set forth, both within and without the State of Idaho and the United States of America; and to have one or more corporate or business offices, and to have and operate on or more agencies or other places of business within or without the United States of America.

To borrow money and make and insure promissory notes, bills of exchange, bonds, debentures and other evidences of indebtedness of all kinds, and to secure the same by mortgage, pledge or otherwise.

To loan or advance money to individuals, firms or corporations on open account or personal or corporate notes of such individuals, firms or corporations, with or without security.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

**ARTICLE V:** The Capital Stock in the Corporation shall consist of 1,000,000 (one million) shares of voting Common Stock carrying a \$.001 par value per share; and 1,000,000 (one million) shares of non-voting Preferred Stock carrying a \$.001 par value per share. Said stock shall be issued for cash and property and services to be

Articles - Page 3

rendered to or on behalf of the corporation. This corporation shall not commence business until consideration of value of at least One Thousand Dollars US (\$1,000.00) has been received for the issuance of shares.

ARTICLE VI: The names and addresses of the incorporators and the initial directors of the corporation are as follows:

INCORPORATORS:

Jerry J. Kidd  
1776 West 2300 South  
Salt Lake City, UT 84119

Mark A. Kenning  
1776 West 2300 South  
Salt Lake City, UT 84119

Duane Z. Youngberg  
510 East First  
Weiser, ID 83672

ARTICLE VIII: The first Board of Directors shall consist of one or more directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws.

The term of office of all directors and officers shall be provided for in the by-laws of this Corporation.

ARTICLE VII: The private property of the Stockholders shall not be

Articles - Page 4

liable for the debts and obligations of the Corporation and the stock of the Corporation shall not be assessable.

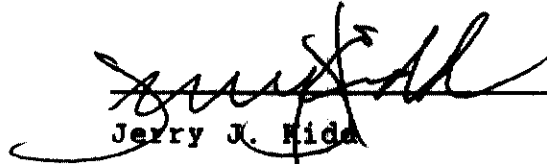
ARTICLE IX: The address of the initial registered office of this Corporation is 510 East First, Weiser, ID 83672. The name of the initial registered agent is Duane Z. Youngberg.

ARTICLES X: The authorized stock of this corporation may be issued at such times, upon such terms and conditions, and for such consideration as the Board of Directors shall determine. Stockholders shall have pre-emptive rights in issues of authorized stock or treasury stock.

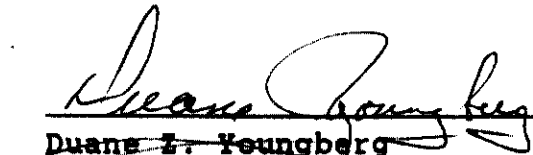
ARTICLE XI: These Articles may be amended in any respect conformable to the laws of the State of Idaho by a vote of a majority of the Stockholders present and Voting at an annual or special meeting called for that purpose provided, however, that in a case where it is a proposed to amend the Articles, a notice of the proposed amendment shall be sent to each stockholder with the notice of the meeting.

Articles - Page 5

IN WITNESS WHEREOF, we the organizers of this Corporation have hereunto set our hands this            day of            , 1993.

  
Jerry J. Kidd

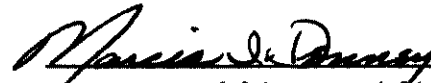
  
Mark A. Kenning

  
Duane Z. Youngberg

STATE OF IDAHO            )  
                                      : SS  
COUNTY OF WASHINGTON )

I, Marcia L. DENNEY, a Notary Public, hereby certify, that on the 1<sup>st</sup> day of September, 1993, Jerry J. Kidd, Mark A. Kenning, and Duane Z. Youngberg, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document, as incorporators, and that the statements therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand this day of September 1, 1993.

  
Notary Public residing  
at Wesley.

My Commission expires 10-15-93.