

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

SWEETWATER AQUACULTURE 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: April 17, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

By *Jamie Chadwick*

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ARTICLES OF INCORPORATION  
OF  
SWEETWATER AQUACULTURE INC.

ARTICLE 1

The name of this corporation shall be: SWEETWATER  
AQUACULTURE INC.

ARTICLE 2

The purpose for which this corporation is organized is  
the transaction of any and all lawfull businesses for which  
any corporations may be incorporated under the Idaho Business  
Corporation Act.

ARTICLE 3

The sale and transfer of stock in this corporation shall  
be regulated as follows:

(a) No stock of this corporation shall be issued or  
transferred to any person who is not an officer or a director  
of this corporation, except with the consent of the board of  
directors evidenced by a resolution duly passed at a regular  
meeting of the board, or at aspecial meeting called for that  
purpose. Every shareholder who desires to sell his stock,  
and any shareholder who for any reason shall cease to be an  
officer or a director, his personal representatives, legatees  
or assigns, shall be required, at the time of the taking of  
the next inventory, as hereinafter provided for, to offer in  
writing to sell to the board of directors the number of  
shares of capitol stock held by him to such person or persons  
the board of directors shall designate by a resolution duly  
passed, at and for the same sum per share as is equalled by  
the quotient obtained by dividing the total net amount of the  
tangible assets by the number of shares then outstanding, and  
any such shareholder, his personal representatives, legatees,  
or assigns, shall immediatly on the payment or tender to him  
in cash of such price per share, transfer and assign the  
share of the stock held to such person or persons so  
designated by the board of directors. In the event, however,  
that the board of directors shall refuse or neglect to  
designate such person or persons at the next regular meeting  
after such offer is made, or in the event of the refusal or  
neglect of such persn or persons to pay or tender to such  
shareholder the price per share for each and every share held  
within 120 days after such designation and the completion of  
the inventory, then such shareholder, his personal  
representatives, legatees, or assigns, may hold the shares of  
stock or sell or transfer them to any person or persons, the  
shares to be held absolutely free from the conditions and  
restrictions contained or referred to in the stock  
certificate.

Before the holder of the certificate for any shares of of the capitol stock who shall have obtained it by bequest, or in the distribution of the estate of any shareholder who may hereafter die, or buy purchase at any sale made under an execution issued against any shareholder, or any legal process, or otherwise, shall be entitled to have the stock transferred from the books of this corporation, the shares shall first be offered to and refused by such person or persons designated by the board of directors at a price computed as set forth above and subject to the same condition.

No sale whatever of any shares of the capitol stock shall pass any title thereto or be transferred on the books of this corporation, unless and until all the preceeding conditions and requirements have been complied with, and no holder of any certificate of share shall be entitled to any dividends thereon, or to participate in any of the profits of this corporation, until the shares are regularly transfered to him on the books of this corporation.

(b) Any other provision, not inconsistent with law, which the incorporators elect to set forth for the regulation of the internal affairs of this corporation shall be regulated by the by-laws of this corporation.

#### ARTICLE IV

The period of existance of this corporation shall be perpetual, unless sooner dissolved according to law.

#### ARTICLE V

The address of the initial registered office shall be 224 Thain Road, Suite 282, Lewiston, ID 83501 and the initial registered agent at such address shall be Gregory J. Dillon.

#### ARTICLE VI

The aggregate number of shares which this corporation shall have the authority to issue are one thousand of one class of a par value of \$100.00, and the shareholders shall have the preemptive right to aquire additional or treasury shares of this corporation.

#### ARTICLE VII

The number of directors are four, constituting the board of directors of the persons to serve as directors until the first annual meeting of the stockholders are:

Gregory J. Dillon, President  
224 Thain Road, Suite 282  
Lewiston, ID 83501

Gene G. Hays, Vice President  
Route 1, Box 183  
Lapwai, ID 83540

Susan J. Hays, Vice President  
Route 1, Box 183  
Lapwai, ID 83540

Bonnie L. Curran, Secretary/Treasurer  
3214 8th Street  
Lewiston, ID 83501

#### ARTICLE VIII

The amount of capitol stock actually subscribed and the subscribers thereof are:

Gregory J. Dillon  
1 Share

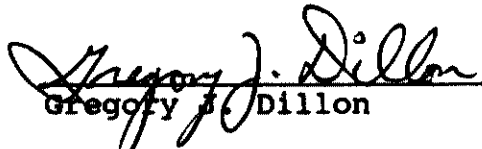
Gene G. or Susan J. Hays  
1 Share

#### ARTICLE IX

The name and address of the incorporator is:

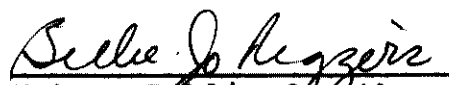
Gregory J. Dillon  
224 Thain Road, Suite 282  
Lewiston, ID 83501

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 6th day of April, 1992.

  
Gregory J. Dillon

STATE OF IDAHO       )  
                              ) ss.  
County of Nezperce)

On this 15 day of April, 1992 before me, a notary public for the state of Idaho, personally appeared Gregory J. Dillon, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

  
Notary Public for the  
State of Idaho, residing  
at Lewiston, Idaho. My  
commission expires 8.15.96