

# State of Idaho



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, IRA H. MASTERS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

#### AMERICAN RELISH COMPANY

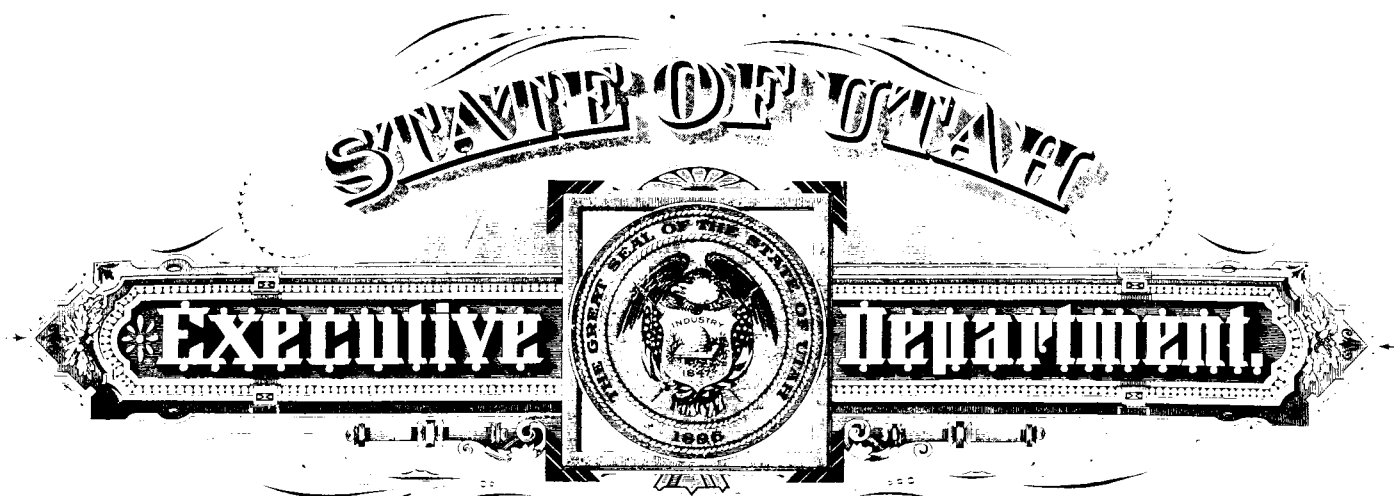
a corporation duly organized and existing under the laws of **Utah** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code by filing in this office on the **17th** day of **March** 19 **55**, a properly authenticated copy of its articles of incorporation, and on the **17th** day of **March** 19 **55**, a designation of **Mark Owen** in the County of **Bonneville** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the

Great Seal of the State. Done at Boise City, the  
Capital of Idaho, this **17th** day  
of **March**, A.D. 19 **55**

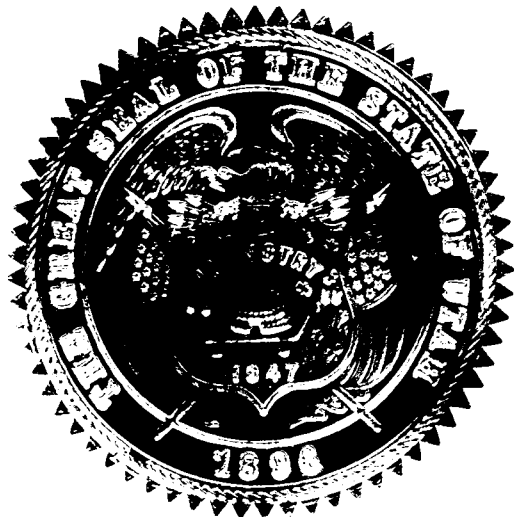
Secretary of State.



Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,  
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy  
of the articles of incorporation of AMERICAN RELISH COMPANY,

AS APPEARS            of record            IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND  
AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH  
AT SALT LAKE CITY, THIS 23rd DAY OF  
February 19 55  
Lamont F. Toronto  
SECRETARY OF STATE  
BY Wendell L. Cottrell  
DEPUTY

ARTICLES OF INCORPORATION

OF

AMERICAN RELISH COMPANY

KNOW ALL MEN BY THESE PRESENTS:

THAT, we the undersigned have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the state of Utah, and we hereby agree as follows:

ARTICLE I.

Name of Corporation

The name of the corporation shall be

AMERICAN RELISH COMPANY

ARTICLE II.

Incorporators

The names of the incorporators, their respective places of residence and the amount of stock each party has subscribed are as follows:

<u>Name</u>	<u>Residence</u>	<u>Shares</u>
Rulon H. Bate	Salt Lake City, Utah	1
Charles W. Musig	Salt Lake City, Utah	1
Ruth Atkinson	Salt Lake City, Utah	1
Peter W. Hillings	Salt Lake City, Utah	1
K. Jay Holdsworth	Salt Lake City, Utah	<u>1</u>
	TOTAL	5

ARTICLE III.

Duration

The time of the duration of this corporation shall be ninety-nine (99) years.

ARTICLE IV.

Objects and Purposes

The pursuit and business agreed upon and the object of this corporation in general terms shall be to conduct a general business of manufacturing, canning, packing, handling, distributing and selling pickles, relish and related products.

The corporation shall have power:

A. To purchase, sell, mortgage, hypothecate, pledge, lease or otherwise acquire, encumber, dispose of and deal in on its own behalf and as

agent or broker for others, all kinds and character of property, real, personal or mixed, and while the owner thereof to exercise all the rights, powers and privileges of ownership.

B. To borrow and lend money, with or without security, and without limit as to the amount, and to endorse or otherwise guarantee the obligation of others; to issue notes, bonds, debentures, warrants, and other negotiable or transferable instruments or other obligations of the corporation and to secure the same by mortgage, pledge, deed, indenture, agreement or other instrument of trust or by lien upon, assignment of, or agreement in regard to, all or any part of the property of the corporation wherever situated whether now owned or hereafter acquired.

C. To guarantee the payment of dividends or interest on any shares of stock or securities issued by it or by any other corporation or business enterprise whenever necessary for the business of the corporation.

D. To establish agencies, offices and branches that have power to conduct the business in any state, territory, or foreign country as the Board of Directors may from time to time determine.

E. To subscribe for, purchase or otherwise acquire and hold with the same rights of ownership as may be permitted to natural persons the shares, stocks, bonds, warrants, notes, securities, assets and obligations of any other corporations or corporation; to exchange the shares of stock, notes, bonds, or other evidences of indebtedness of this corporation for the shares of stock, notes, bonds or other evidences of debt of any other corporation; to purchase, sell, own, pledge, transfer or otherwise acquire and dispose of its own stock acquired from stockholders, issued or otherwise, provided, however, that purchases of its own stock shall be made only out of surplus or undivided profits of the corporation or as otherwise permitted by law from time to time.

F. To acquire or dispose of the stock in trade, good will, franchises or property of any person, partnership or corporation, to pay for the same in cash or in the stock or bonds of this corporation.

The foregoing clauses shall be construed both as to objects and purposes but no recital, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful purposes not inconsistent herewith are hereby included and that this corporation shall have any and all other powers necessary or incidental to the carrying on of such business and each and

all of the powers now conferred or that hereafter may be conferred by the laws of the state of Utah on private corporations.

#### ARTICLE V.

##### Principal Place of Business

The principal place of business of the corporation shall be in the city and county of Salt Lake, State of Utah, and branch places of business may be established in other places in the State of Utah or elsewhere in this or any other country or territory as the directors may from time to time provide.

#### ARTICLE VI.

##### Stock

The total number of authorized shares of common stock that may be issued by the corporation is ten shares (10), all of which shall be without par value and without nominal value. The number of shares of common stock with which the corporation shall commence business shall be five shares (5) subscribed as hereinbefore provided.

The capital of the corporation represented by the common stock shall be at least equal to the sum of the aggregate par value of all issued shares of common stock having par value, plus the aggregate amount of consideration received by the corporation for the issuance of common shares without par value, plus such amounts as from time to time by resolution of the Board of Directors may be transferred thereto.

The Board of Directors may from time to time fix the consideration for which common shares without par value shall be issued or sold.

#### ARTICLE VII.

##### Officers and Directors of the Corporation

A. Officers. The officers of this corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer, and such other officers, agents, and committees as the Board of Directors may designate, elect and appoint and who shall perform such duties and have such authority as usually pertains to such officers in similar corporations, or as may be permitted by the Board of Directors from time to time, provided that the same person may hold any two or more of the foregoing offices (except that the President shall not also be a Vice-President).

B. Qualification of Officers. To be qualified to be President or Vice-President, a person must own in his own right, standing in his own name upon the books of the corporation, at least one share of the common stock of the corporation.

C. Election of Officers. The officers to serve until the first general election shall be Rulon H. Bate, President, Charles W. Musig, Vice-President, Charles W. Musig, Secretary and Treasurer. Officers shall be elected at the annual meeting of directors by ballot of a majority of the directors and by a majority of the directors at such other time as any vacancy occurs.

D. Term of Office for Officers. The President shall serve for one year and until his successor is duly elected and qualified. The Vice-President, Secretary and Treasurer and all other officers of the corporation shall serve at the pleasure of a majority of the directors and until their successors are duly elected and qualified.

E. Resignation of Officers or Directors. Any officer or director may resign by filing his written resignation with the Secretary of the corporation, or in the case of resignation of the Secretary, with the President, and upon acceptance thereof by the Board of Directors the resignation shall become effective. In case the Board of Directors shall neglect to act upon such resignation within fourteen days after its receipt, the resignation shall become effective and the office deemed vacant.

F. Removal of Officers or Directors. Officers (except the President) or directors of this corporation may be removed at any time in the manner provided by the laws of the State of Utah for the removal of officers or directors, or by a vote of a majority of the outstanding common stock of the corporation at a meeting of common stockholders called for that purpose.

G. Directors of the Corporation. The corporation shall have three directors. The directors to serve until the first general election by the stockholders shall be Rulon H. Bate, Charles W. Musig and Peter W. Billings.

H. Manner of Election of Directors and Officers. Directors shall be elected by ballot of the common stock at the annual meeting of the stockholders, and the persons receiving the highest number of votes shall be declared duly elected. Cumulative voting shall not be permitted.

Within ten days after election, the directors shall meet and elect from among their number a President and a Vice-President. The directors shall likewise elect a Secretary and a Treasurer who need not be from among their number.

I. Term of Office of Directors. Directors shall hold office at the pleasure of the common stockholders and until their successors are duly elected and qualified.

J. Quorum and Meetings of Board of Directors. A majority of directors shall be necessary to constitute a quorum for transacting business of the corporation, and a decision of a majority of a quorum so formed shall be required in order to transact the business and exercise the corporate powers of the corporation.

Meetings of the directors for the transaction of any business of the corporation may be held at its principal office in this state. Meetings of the directors may also be held at such places outside of this state or elsewhere within this state as a majority of the directors may, by resolution of by-laws, provide.

A majority of the directors may establish stated meetings to be held at such times and at such places as they may determine from time to time, and after the establishment of the time and place of such stated meetings, no further notice need be given.

#### ARTICLE VIII.

##### By-Laws

A majority of the directors may adopt by-laws for the corporation and may amend and repeal the same from time to time.

#### ARTICLE IX.

##### Personal Liability and Assessments

The private property of the stockholders shall not be liable for the obligations of the corporation. The stock of the corporation shall be non-assessable, and these Articles shall not be amended so as to render assessable any of the stock of the corporation without the unanimous consent of all of the holders of all of the outstanding stock of the corporation proposed to be made assessable.

#### ARTICLE X.

##### Consideration for Stock

The capital stock of the corporation subscribed as above provided shall be issued in exchange for the transfer to the corporation by the incorporators of the sum of Five Hundred Dollars (\$500.00) in cash.

#### ARTICLE XI.

##### Amendment to Articles

These Articles may be amended by a majority vote of all of the outstanding common stock of the corporation at a regular or special meeting, provided that notice of the proposed amendment shall be given to all holders

of common stock of the corporation not less than five (5) days prior to the date of the meeting at which the same is to be considered.

ARTICLE XII.

All of the subscribers to the stock of the corporation are of full age and at least one of them is a resident of the state of Utah.

IN WITNESS WHEREOF, the parties have executed this agreement this 16<sup>th</sup> day of February, 1955.

s/Rulon H. Bate  
Rulon H. Bate

s/Charles W. Musig  
Charles W. Musig

s/Ruth Atkinson  
Ruth Atkinson

s/Peter W. Billings  
Peter W. Billings

s/K. Jay Holdsworth  
K. Jay Holdsworth

STATE OF UTAH           )  
                                  : SS.  
COUNTY OF SALT LAKE )

RULON H. BATE, CHARLES W. MUSIG and PETER W. BILLINGS, being each duly sworn, each for himself, does say: that he is one of the incorporators named herein and who subscribed the foregoing Articles of Incorporation of American Relish Company; that it is the bona fide intention of the parties to said agreement and of deponents to commence and carry on the business mentioned in the Articles of Incorporation and that each party verily believes that he has paid or is able to pay the amount of the capital stock subscribed for by him and that at least ten per cent (10%) of the stock subscribed by each stockholder and not less than ten per cent (10%) of the stock of all classes of the corporation has been paid in by the transfer to the corporation of property described in said Articles; and that each party to this agreement is acquainted with such property and that it is reasonably worth the amount in cash for which it was accepted by the corporation.

s/Rulon H. Bate  
Rulon H. Bate

s/Charles W. Musig  
Charles W. Musig

s/Peter W. Billings  
Peter W. Billings

Subscribed and sworn to before me this 16<sup>th</sup> day of February, 1955.

s/Ruth Atkinson  
Notary Public

Residing at Salt Lake City, Utah