

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

BAIT PRODUCTS CORPORATION

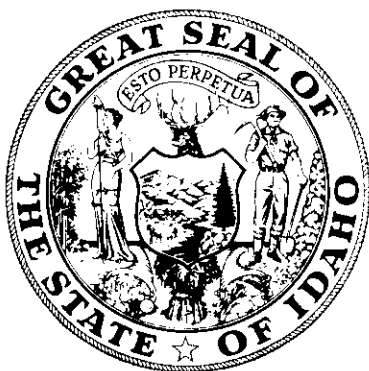
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

BAIT PRODUCTS 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 15, 1982**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
BAIT PRODUCTS CORPORATION

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation shall be BAIT PRODUCTS CORPORATION.

ARTICLE II

This corporation shall have a perpetual existence.

ARTICLE III

Without in any way limiting the powers granted by the laws of the State of Idaho, the purposes for which said corporation is formed are as follows:

A. To engage in the bait selling business; to conduct the aforesaid business and all of its branches, and to do such other things as are incidental, proper, or necessary in the operation of the business; and in carrying out any or all of said purposes to design, manufacture, assemble, buy, sell, import, export, display, distribute, rent, repair, maintain, equip, operate, use, and otherwise dealing in and with, at wholesale and at retail, and as principal, agent, backer, broker, commission-merchant, or any other lawful activity.

B. To conduct its business and carry out the above purposes in any state, territory, district, or possession of the United States of America, or any foreign country to the extent not forbidden by law and to carry out the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

A. There shall be one class of shares, all of which shall be common shares.

B. The aggregate number of shares of which the corporation shall have the authority to issue is Ten Thousand at the par value of \$1.00 per share.

C. Each share shall have equal voting rights, each share entitling the holder to one vote.

D. Each certificate shall bear the legend that the shares are fully paid for and non-assessable.

E. All stock issued shall be considered "Section 1244 Stock" as is defined under Internal Revenue Code Section 1244.

F. Any individual or partnership receiving such stock shall be entitled to any benefits explained in Section 1244 of the Internal Revenue Code.

ARTICLE V

The address of the initial registered office of the corporation is Shoup & B Plaza, Suite 325, P.O. Box 476, Idaho Falls, Idaho 83402, and the name of its initial registered agent at such address is JOHN M. BYBEE, Attorney at Law.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is three, and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are GARY MORGAN WOODHOUSE, 259 Croft Drive, Idaho Falls, Idaho 83401, CARIE CORINNE WOODHOUSE, 259 Croft Drive, Idaho Falls, Idaho 83401, and ROLAND G. WOODHOUSE, 1820 Moran, Idaho Falls, Idaho 83401.

ARTICLE VII

That the qualifications, term of office, manner of election, and the time and place of meeting and the powers and duties of the directors of this corporation shall be prescribed by the By-laws.


That the directors of this corporation shall have the power and authority to alter, repeal and amend the by-laws, and adopt new by-laws of the corporation, in the manner fixed by the by-laws of the corporation.

ARTICLE VIII

That the names and post office addresses of the incorporators of said corporation and the number of shares therein subscribed by them is: GARY MORGAN WOODHOUSE, 259 Croft Drive, Idaho Falls, Idaho in the amount of 3,750 shares, ROLAND G. WOODHOUSE, 1820 Moran, Idaho Falls, Idaho in the amount of 2,500 shares.

DATED this **9th** day of April, 1982.


Gary Morgan Woodhouse


Roland G. Woodhouse