

**FILED/EFFECTIVE**

**ARTICLES OF INCORPORATION  
OF  
GOTTA BE FRESH, INC.**

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SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, for the purpose of forming a corporation under the Idaho Business Corporation Act, hereby certifies and adopts the following Articles of Incorporation.

**ARTICLE I  
Name**

The name of this corporation shall be Gotta Be Fresh, Inc.

**ARTICLE II  
Shares**

1. The aggregate number of shares which this corporation shall have authority to issue is One Hundred Thousand (100,000) shares with no par value per share, which shall consist of two (2) classes as follows:

a. NONVOTING COMMON STOCK – Fifty Thousand (50,000) Shares with no par value.

b. VOTING COMMON STOCK – Fifty Thousand (50,000) Shares with no par value.

2. The Voting Common Stock shall possess one (1) vote for each share of stock.

3. The Nonvoting Common Stock shall have the following rights, preferences and restrictions:

a. Nonvoting Common Stock shall have no voting rights except as expressly required by law or in these Articles.

b. Each share of Nonvoting Common Stock shall be entitled to dividends on the same basis as the Voting Common Stock, such dividends to be declared as and when the Board of Directors determines.

c. The Nonvoting Common shares shall be entitled to participate in the earnings or assets of the Corporation equal to the Voting Common shares, pro rata as to issued shares. In the event of dissolution, liquidation, or winding up (whether voluntary or involuntary) of the Corporation, the Nonvoting Common Stock and Voting Common Stock shall participate in all distribution of the assets of the Corporation pro rata as to issued and outstanding shares.

IDAHO SECRETARY OF STATE  
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d. No shareholder of this Corporation shall have the privilege of converting the Shares of one class of stock for the shares of another class of stock.

ARTICLE III  
Registered Agent

The registered agent of this corporation and the street address of the registered office of this corporation are as follows:

<u>Registered Agent</u>	<u>Address</u>
Edwin G. Hatter, Jr.	4948 East Bennett Bay Court Coeur d'Alene, ID 83814

ARTICLE IV  
Preemptive Rights

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

ARTICLE V  
Cumulative Voting

Shareholders of this corporation shall not have cumulative voting rights.

ARTICLE VI  
Directors

1. The number of directors of this Corporation shall be fixed in the Bylaws and may be changed from time to time by amending the Bylaws.

2. In compliance with the Idaho Business Corporation Act, this Corporation may enter into, contract and otherwise transaction business as vendor, purchaser, or otherwise, with one or more of its directors, officers or shareholder or with any corporation, association, firm, or entity in which one or more of them are or may become interested as directors, officers, shareholders, members or otherwise.

3. The initial directors of this Corporation shall be four (4) in number and their addresses are as follows:

<u>Name</u>	<u>Address</u>
Edwin G. Hatter, Jr.	4948 East Bennett Bay Court Coeur d'Alene, ID 83814

Michaele Hatter

4948 East Bennett Bay Court  
Coeur d'Alene, ID 83814

Scott Hatter

4948 East Bennett Bay Court  
Coeur d'Alene, ID 83814

Teresa A. Hatter

4948 East Bennett Bay Court  
Coeur d'Alene, ID 83814

3. The term of the initial directors shall be until the first annual meeting of the shareholders of this Corporation and until their successor are elected and qualified.

4. A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages arising from any conduct as a director, except this limitation on liability shall not apply to (a) acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director, (b) conduct violating Idaho Code 30-1-833, or (c) any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. This limitation shall not apply to any act or omission occurring before the effective date of this paragraph. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by said Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of this corporation shall not adversely affect any right or protection of a director of this corporation existing at the time of such repeal or modification.

#### ARTICLE VII Indemnification

This corporation shall provide any indemnification required or permitted by the Idaho Business Corporation Act and shall indemnify directors, officers, agents and employees as follows:

1. This corporation shall indemnify its officers and directors to the fullest extent required or permitted by the Idaho Business Corporation Act, now or hereafter in force, whether they are serving the corporation or, at its request, any other entity, as an officer, director or in any other capacity; provided no such indemnity shall indemnify any director from or on account of any (a) acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of law; (b) conduct of the director finally adjudged to be in violation of Idaho Code 30-1-833 or (c) any transaction with respect to which it was finally adjudged that such director personally received a benefit, in money, property or services to which the director was not legally entitled.

2. The Board of Directors may take such action as is necessary to carry out

these indemnification provisions and is expressly empowered to adopt, approve and amend from time to time such Bylaws, resolutions or contracts in implementing such provisions, including, but not limited to, implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made, or such further indemnification agreements as may be permitted by law.

3. This corporation shall indemnify other employees and agents to the extent as may be authorized by the Board of Directors or the Bylaws and be permitted by law, whether the employees and agents are serving this corporation or, at its request, any other entity.

4. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled under any statute, provision or the Articles of Incorporation, Bylaws or other agreements.

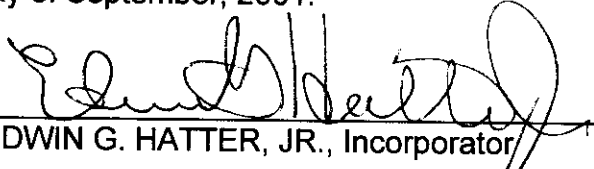
5. No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

ARTICLE VIII  
Incorporator

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Edwin G. Hatter, Jr.	4948 East Bennett Bay Court Coeur d'Alene, ID 83814

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation in duplicate this 7<sup>th</sup> day of September, 2001.

  
EDWIN G. HATTER, JR., Incorporator

## CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, EDWIN G. HATTER, JR., consent to serve as registered agent in the State of Idaho for the following corporation: GOTTA BE FRESH, INC.

I understand that, as agent for the corporation, it will be my responsibility to accept service of process in the name of the corporation; to forward all mail and license renewals to the appropriate officer(s) of the corporation; and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the corporation for which I am agent.

Sept 7, 2001  
Date

Edwin G. Hatter, Jr.  
EDWIN G. HATTER, JR.