

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

HATCH'S OF POCATELLO, INC.

was filed in the office of the Secretary of State on the

Twenty-eighth

day

March

will be A.D. One Thousand Nine Hundred

Sixty-six

and

duly recorded on Film No. **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence**

from the date hereof, with its registered office in this State located at

Pocatello,

in the County of

Bannock.

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, **28th** **March** this **66** day of A.D., 19 **66**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

HATCH'S OF POCATELLO, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned incorporators being natural persons of the age of twenty-one years or more who are citizens of the United States and desiring to form a body corporate under the laws of the State of Idaho do hereby sign, verify and deliver in triplicate to the Secretary of State of the State of Idaho these Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be: HATCH'S OF POCATELLO, INC.

ARTICLE II

Period of Duration

This corporation shall exist in perpetuity, from and after the date of filing these Articles of Incorporation with the Secretary of State of the State of Idaho unless dissolved according to law.

ARTICLE III

Objects and Purposes

The objects and purposes for which the said corporation is organized and the nature of the business to be carried on by it are as follows:

1. To buy, sell, trade, deal in and deal with goods, wares and merchandise of every kind and nature, and to carry on such business as wholesaler, retailer and jobber.

2. To take, hold and acquire by purchase, lease, exchange, merger, or otherwise, and to sell, lease, mortgage, pledge, exchange or otherwise deal in, real property and personal property of every kind, nature, and description and any and all interest therein and wherever situated.

3. To construct buildings or other improvements upon its land or upon the lands of others, and to furnish, manage or operate the same.

4. To act as agent, nominee, contractor, trustee, or otherwise, either alone or in company with others, as fully and to the same extent as natural persons might or could do.

5. To impose restriction upon the transfer of its own shares in the manner permitted and upon compliance with limitations imposed by law, and upon such terms as its board of directors may direct.

6. In general to carry on any business or activity in connection with the foregoing and to have and exercise all of the powers and rights conferred by the laws of the State of Idaho upon corporations formed under such laws.

The foregoing clauses shall be construed as objects, purposes and powers, and the matters expressed in each clause shall be in no wise limited by reference or inference from the terms of any other clause, but shall be regarded as independent

objects, purposes and powers; the enumeration of specific objects, purposes and powers shall not be construed to limit or restrict in any manner the general powers and rights of the corporation as provided by law, nor shall the expression of one object, purpose or power be determined to exclude another, although it be of like nature but not expressed.

ARTICLE IV

Capital

The aggregate number of shares which this corporation shall have authority to issue is twenty-five thousand (25,000) shares, of a par value of one dollar (\$1.00) each, the aggregate par value of all authorized shares being twenty-five thousand dollars (\$25,000.00), which shares shall be designated "Common Stock".

1. Dividends. Dividends in cash, property or shares of the corporation may be paid upon the Common Stock, as and when declared by the board of directors, out of funds of the corporation to the extent and in the manner permitted by law.

2. Distribution in Liquidation. Upon any liquidation, dissolution or winding up of the corporation, and after paying or adequately providing for the payment of all its obligations, the remainder of the assets of the corporation shall be distributed, either in cash or in kind, pro rata to the holders of the Common Stock. The board of directors may, from time to time, distribute to the shareholders in partial liquidation, out of stated capital or capital surplus of the corporation,

a portion of its assets, in cash or property, in the manner permitted and upon compliance with limitations imposed by law.

3. Voting Rights; Cumulative Voting. Each outstanding share of Common Stock shall be entitled to one vote and each fractional share of Common Stock shall be entitled to a corresponding fractional vote on each matter submitted to a vote of shareholders, except that at each election for directors every holder of shares of Common Stock shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected multiplied by the number of such shares held shall equal, or to distribute such votes on the same principle among any number of such candidates.

4. Preemptive Rights. The holders of the Common Stock of the corporation shall have the preemptive and preferential right, in proportion to their respective holdings of Common Stock, to purchase or subscribe for any shares of the corporation, whether now or hereafter authorized, and any bonds, debentures, notes or other securities convertible into or carrying options, warrants or privileges to purchase any shares of the corporation, whether now or hereafter authorized (including any such shares, bonds, debentures, notes or other securities held in the treasury of the corporation). This preemptive right shall extend, without limitation, to shares issued for property or services, to shares issued on exercise of stock rights and options to all or any of the directors, officers and employees of the corporation, or any subsidiary thereof, and

to shares issued pursuant to stock-bonus plans and other incentive plans for their benefit.

ARTICLE V

Right of Directors and Officers to Contract with Corporation

Any of the directors or officers of this corporation shall not, in the absence of fraud, be disqualified by his office from dealing or contracting with this corporation either as vendor, purchaser or otherwise, nor shall any firm, association, or corporation of which he shall be a member, or in which he may be pecuniarily interested in any manner be so disqualified. No director or officer, nor any firm, association or corporation with which he is connected as aforesaid shall be liable to account to this corporation or its shareholders for any profit realized by him from or through any such transaction or contract, it being the express purpose and intent of this Article to permit this corporation to buy from, sell to, or otherwise deal with partnerships, firms or corporations of which the directors and officers of this corporation, or any one or more of them, may be members, directors, or officers, or in which they or any of them may have pecuniary interests; and the contracts of this corporation, in the absence of fraud, shall not be void or voidable or affected in any manner by reason of any such position. Furthermore, directors of this corporation may be counted for a quorum of the board of directors of this corporation at a meeting even

though they may be pecuniarily interested in matters considered at such meeting, and any action taken at such a meeting with reference to such matters by a majority of the disinterested directors shall not be void or voidable by this corporation in the absence of fraud.

ARTICLE VI

Registered Office and Registered Agent

The address of the initial registered office of the corporation is Westwood Shopping Center, Pocatello, Idaho, and the name of the initial registered agent at such address is Chester J. Andrew. Either the registered office or the registered agent may be changed in the manner permitted by law.

ARTICLE VII

Initial Board of Directors

The initial board of directors of the corporation shall consist of four directors, and the names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Chester J. Andrew	1523 Sixth Street Boulder, Colorado
Wyatt D. Fuqua	4365 Moorhead Boulder, Colorado
Karen S. Andrew	1523 Sixth Street Boulder, Colorado
Rita Fuqua	4365 Moorhead Boulder, Colorado

ARTICLE VIII

Incorporators

The name and address of each incorporator, and the number of shares of the Common Stock of the corporation subscribed for by each, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Chester J. Andrew	1523 Sixth Street Boulder, Colorado	2,499
Wyatt D. Fuqua	4365 Moorhead Boulder, Colorado	2,500
Karen S. Andrew	1523 Sixth Street Boulder, Colorado	1

IN WITNESS WHEREOF, the above-named incorporators have signed these Articles of Incorporation this 12th day of March, 1966.

Chester J. Andrew
Chester J. Andrew

Wyatt D. Fuqua
Wyatt D. Fuqua

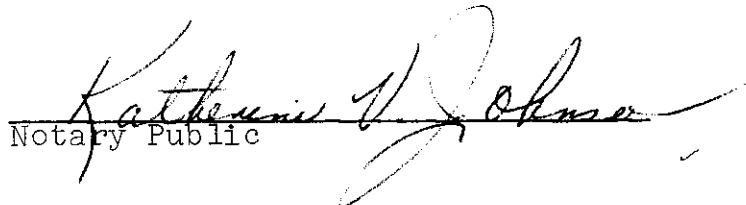
Karen S. Andrew
Karen S. Andrew

STATE OF COLORADO, }
COUNTY OF BOULDER, } ss.

I, the undersigned, a Notary Public, hereby certify that on the 12th day of March, 1966, personally appeared before me, Chester J. Andrew, Wyatt D. Fuqua, and Karen S. Andrew, 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 contained are true.

WITNESS my hand and official seal.

My commission expires: My commission expires Mar. 12, 1969.



Notary Public