

**ARTICLES OF INCORPORATION**

OF

**T. S. M. D. ENTERPRISES, INC.**

Aug 29 3 36 PM '97

SECRETARY OF STATE  
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being all natural persons of full age, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the state of Idaho, and the Acts amendatory thereof and supplemental thereto, do hereby certify as follows:

**FIRST**

The name of the corporation is **T. S. M. D. ENTERPRISES, INC.**

**SECOND**

The purposes and objects for which the corporation is formed are:

To carry on the business of retail food sales and related services together with the transaction of any and/or all lawful business, for which corporations may be incorporated under the Idaho Business Corporations Act.

**THIRD**

The corporation is to have perpetual existence.

**FOURTH**

The name and location of the registered agent and office of the corporation is:

Terry D. Day            17272 Boehner Rd.            Caldwell, Idaho 83605

**FIFTH**

The amount of capital stock of this corporation shall be and is 1,000 shares of common stock; \$1 par value, which stock shall not be issued until fully paid for and once so issued shall be nonassessable.

IDAHO SECRETARY OF STATE

**SIXTH**

09/02/1997 09:00  
CL: 100.00 CT: 06531 BH: 24625  
T: 100.00

The names and addresses of the incorporators are:

C120730

Terry D. Day            17272 Boehner Rd.            Caldwell, Idaho 83605

Darlene Day	17272 Boehner Rd.	Caldwell, Idaho 83605
Steve Franklin	15300 S. Indiana Rd.	Caldwell, Idaho 83605
Marsha Franklin	15300 S. Indiana Rd.	Caldwell, Idaho 83605

### **SEVENTH**

The private property of the stockholders of the corporation shall not be subject to the payment of the corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessments for the purpose of paying expenses, conducting business, or paying debts of the corporation.

### **EIGHTH**

The number of directors of the corporation shall be specified in the By-Laws and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, and in accordance with Section 30-1-36 of the Idaho Code provided that the first Board of Directors shall be four (4) in number. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. In the case of an increase in the number of directors, the additional directors may be elected by a majority of the remaining directors even though less than the quorum of the new Board of Directors. The directors so elected shall hold office until the next annual meeting or at any special meeting duly called for that purpose and until their successors are elected and qualified.

### **NINTH**

The names and addresses of the members of the first Board of Directors of the Corporation are:

Terry D. Day	17272 Boehner Road	Caldwell, Idaho 83605
Darlene Day	17272 Boehner Road	Caldwell, Idaho 83605
Steve Franklin	15300 S Indiana Road	Caldwell, Idaho 83605
Marsha Franklin	15300 S Indiana Road	Caldwell, Idaho 83605

Such persons shall hold office until the first annual meeting of the shareholders, and until his successor or their successors have been elected and qualified.

### **TENTH**

Stockholders of the corporation shall have preemptive and preferential right of subscription to any shares of stock of the corporation, whether now or hereafter authorized. Any stock issued by the corporation shall first be offered to the stockholders of the corporation.

### **ELEVENTH**

A voluntary sale, lease or exchange of all the property and assets of the corporation,

including its good will, may be made by the Board of Directors upon such terms and conditions as it may deem expedient for the best interests of the corporation.

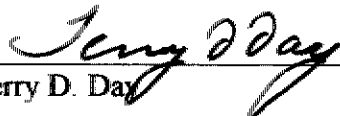
#### TWELFTH

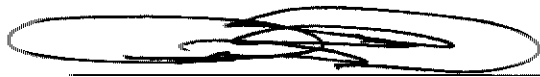
No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction for the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority hereof, and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or any such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### THIRTEENTH

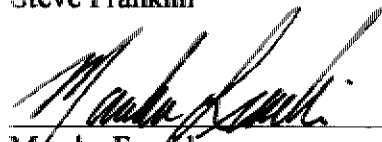
The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws, and the corporation reserves the right to amend, alter, change or repeal, any provision contained in these Articles of Incorporation, in the manner now, or hereafter prescribed by law, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

IN WITNESS WHEREOF, We have hereunto set our hands on this 29<sup>th</sup> day of AUGUST, 1997.

  
Terry D. Day

  
Darlene Day

  
Steve Franklin

  
Marsha Franklin