

State of Idaho



Department of State

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

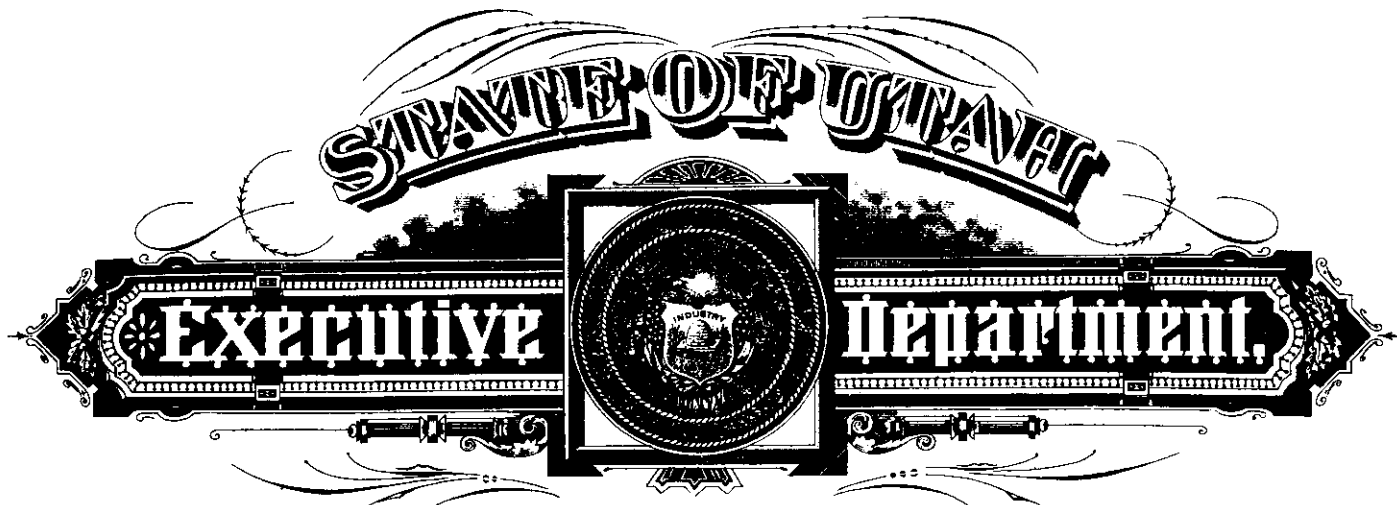
A & W FINANCE COMPANY

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 **Fifteenth** day of **June** 19⁶¹, a properly authenticated copy of its articles of incorporation, and on the **Fifteenth** day of **June** 19⁶¹, a designation of **J. L. Eberle** in the County of **Ada** 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 **15th** day of **June**, A.D. 19⁶¹.

Secretary of State.



Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,
DO HEREBY CERTIFY THAT this is a full, true and correct copy of the Articles
of Incorporation and the Amendments of _____

_____ A & W FINANCE 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 FOURTEENTH DAY OF

JUNE 19 61

Lamont F. Toronto

SECRETARY OF STATE

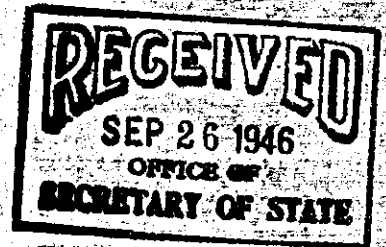
BY *Kendall L. Casttull*

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ARTICLES OF INCORPORATION
OF
R. D. PRINGLE AND COMPANY.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being desirous of associating ourselves together for the purpose of forming a corporation under the Laws of the State of Utah, do make and enter into the agreement following:

ARTICLE NUMBER ONE.

The name of this corporation is and shall be "R. D. PRINGLE AND COMPANY".

ARTICLE NUMBER TWO.

The place where this corporation is organized and where the general business of this corporation shall be transacted is Ogden City, Weber County, State of Utah.

ARTICLE NUMBER THREE.

The time of the duration of this corporation shall be one hundred years.

ARTICLE NUMBER FOUR.

The pursuit and business of this corporation is and shall be as follows:

To conduct and carry on a general business of processing, of canning and of dealing in food products of all kinds, and particularly of vegetables and fruits and such like products, in the State of Utah and else where in the United States;

To own, buy, sell, lease, mortgage and deal in real estate and personal property;

To own, build, operate and maintain buildings and improvements upon its real estate and leasehold interests, and to rent and lease the same;

To borrow and loan money and to deal in negotiable paper of all kinds;

To own stock in other corporations and to vote the same;

To enter into contracts with respect to any of the pursuits and business aforesaid or incidental thereto;

To engage in, follow or do any other thing to carry out any of the purposes aforesaid, whether herein specifically enumerated or not, as may be agreed upon or found necessary or convenient or desirable to do by the Board of Directors of this corporation;

To engage in and do any of the things above specified in the State of Utah and within the United States;

All of the above and foregoing acts to be done by the Board of Directors of this corporation without the consent of the stockholders first had and obtained.

ARTICLE NUMBER FIVE.

The limit of the capital stock of this corporation is Seventy-five Thousand Dollars, divided into Fifteen Hundred Shares of the par value of Fifty Dollars each.

ARTICLE NUMBER SIX.

The names of the incorporators of this corporation, together with their places of residence and the amount of the capital stock subscribed for by each of them are as follows:

NAMES	RESIDENCES	NUMBER OF SHARES
R. D. Pringle	Modesto, California	41
Dorothy Pringle	Modesto, California	30
W. S. Broderick	Denver, Colorado	29
Isabel Broderick	Denver, Colorado	22 1/2
W. S. Broderick, Trustee	Denver, Colorado	22 1/2
G. E. Andreason	Ogden, Utah	25

ARTICLE NUMBER SEVEN

The officers of this corporation shall be three directors, a president, a vice-president, a secretary and a treasurer.

ARTICLE NUMBER EIGHT

The directors of this corporation shall be elected by ballot by the stockholders at the annual meeting of the stockholders, and their term of office shall be for one year and until their successors are elected and have qualified.

Any Director or other officer of this corporation may be removed from office at any meeting of the stockholders in the manner provided by law.

Any officer of this corporation may resign his office by tendering his resignation in writing to the Board of Directors, and the same shall be effectual from the time it shall be accepted by the Board of Directors.

The Board of Directors is authorized to fill any vacancy in its members or among the officers of this corporation occasioned by death or resignation; but in case of removal by the stockholders, as hereinbefore provided, such vacancy shall be filled at the same meeting by an election by the stockholders.

The directors of this corporation shall constitute the Board of Directors.

They shall elect from among their number a President, whose duty it shall be to preside at all meetings of the Board of Directors and at meetings of the stockholders, to sign all certificates of stock in his official capacity and to perform such other acts and duties as may be provided in the by-laws, by action of the Board of Directors, or by action of the stockholders, and such as are required by law.

They shall also elect from among their number a Vice-President, whose duty it shall be to perform the duties of the President in his absence or his inability to act.

They shall also elect a Secretary, whose duty it shall be to keep the minutes of the meetings of the Board of Directors and of the stockholders, to sign all certificates of stock in his official capacity, and to perform such other duties as may be provided in the by-laws, by action of the Board of Directors of

stockholders, and such as are required by law.

The secretary does not need to be a director or stockholder of this corporation.

They shall also elect a Treasurer, whose duty it shall be to keep all the money belonging to the corporation, to perform such other duties as may be provided in the by-laws, by action of the Board of Directors, or Stockholders, and such as are required by law.

The treasurer does not need to be a director or stockholder of this corporation.

One person if elected thereto may hold the offices of treasurer and either president, vice-president or secretary.

The president, vice-president, secretary or treasurer may be removed from office at any meeting of the Board of Directors by a majority vote of all the members of the Board, provided such officer shall have received notice in writing at least five days prior to said meeting that such action would be taken.

The annual meeting of the stockholders of this corporation shall be held on the last Monday of September of each and every year commencing with the year 1947, at ten o'clock A. M. at the office of this corporation in Ogden City, Weber County, State of Utah.

The names of the directors of this corporation who shall serve until the first annual election and until their successors are elected and have qualified are R. D. Pringle, W. S. Broderick, and G. E. Andreasson, of whom R. D. Pringle shall be President, W. S. Broderick shall be Vice-President and G. E. Andreasson shall be Secretary and Treasurer.

ARTICLE NUMBER NINE.

The majority of said Board of Directors shall be necessary to form a quorum and is authorized to transact the business and to exercise the corporate powers of this corporation, and to adopt such by-laws as may be proper and to alter, amend and repeal the same.

ARTICLE NUMBER TEN.

The Board of Directors of this corporation may employ such agents, servants and employees as may be necessary to conduct its business, and pay them for their services such compensation as to the Board shall seem meet and equitable, and the Board may, if it sees fit, employ any of the members of the corporation for the purposes aforesaid, and it is authorized and empowered to pay to such person or persons a reasonable compensation for their services, and the said Board may give to the officers of this corporation such executive powers as to them seem reasonable.

ARTICLE NUMBER ELEVEN.

Meeting of the Board of Directors of this corporation may be held for the transaction of any business of the corporation at such places outside of the State of Utah, or elsewhere within the state than at its principal place of business, as the directors by resolution or the by-laws may provide.

ARTICLE NUMBER TWELVE.

The private property of the stockholders of this corporation shall not be liable for its obligations.



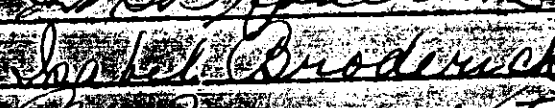
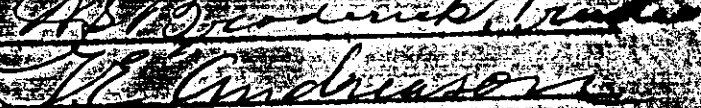

ARTICLE NUMBER THIRTEEN.

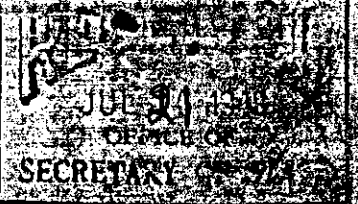
The full paid capital stock of this corporation shall not be assessable.

ARTICLE NUMBER FOURTEEN.

The capital stock of this corporation subscribed for by the incorporators, as hereinbefore stated, is and shall be fully paid up as follows, to wit, in cash.

Witness the Hands of the parties hereto this the third day of September, 1946.



CERTIFICATE OF AMENDMENT OF ARTICLE NUMBER ONE AND ARTICLE
NUMBER FIVE OF THE ARTICLES OF INCORPORATION OF THE
R. D. PRINGLE AND COMPANY.

We, W. S. Broderick, President, and Francis DeBry, Sec-
retary, of the R. D. Pringle and Company, a Utah corporation,
do hereby certify that at a meeting of the stockholders of said
corporation held at Ogden City, Weber County, State of Utah, on
the 26th day of June, 1948, Article Number One and Article
Number Five of the Articles of Incorporation of said corporation
were amended as hereinafter set out.

We do further certify that all of the stock of said cor-
poration was represented at said meeting and that all of said
stock was unanimously voted in favor of said amendments.

We do further certify that by the resolution duly adopted
at said meeting said Articles of Incorporation were amended as
follows:

That Article Number One of the Articles of Incorporation
was amended to read as follows:

ARTICLE NUMBER ONE.

The name of this corporation is and shall be, "OGDEN
QUICK FREEZING AND STORAGE COMPANY."

That Article Number Five of the Articles of Incorporation
was amended to read as follows:

ARTICLE NUMBER FIVE.

The limit of the capital stock of this corporation is
One Hundred and Fifty Thousand Dollars, divided into Three Thousand
shares of the par value of Fifty Dollars each.

IN WITNESS WHEREOF we have executed this certificate
and caused the seal of said corporation to be affixed this the
26th day of June, 1948.

W. S. Broderick
President
Francis DeBry
Secretary.

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OFFICE OF
SECRETARY OF STATE

**CERTIFICATE OF AMENDMENT OF ARTICLE NUMBER FOUR
OF THE ARTICLES OF INCORPORATION OF OGDEN QUICK
FREEZING AND STORAGE COMPANY, A UTAH CORPORATION**

We, W.S. Broderick, President, and Francis D. B. Secretary, of the Ogden Quick Freezing and Storage Company, a Utah corporation, do hereby certify that at a meeting of the stockholders of said corporation held at Ogden City, Weber County, State of Utah, on the 13th day of April, 1950, Article Number Four of the Articles of Incorporation of said corporation was amended as hereinafter set out.

We do hereby certify that all of the outstanding stock of said corporation was represented at said meeting and that all of said stock was unanimously voted in favor of said amendment.

We do further certify that by the resolution duly adopted at said meeting said Articles of Incorporation were amended as follows:

That Article Number Four of the Articles of Incorporation was amended to read as follows:

ARTICLE NUMBER FOUR

The pursuit and business of this corporation is and shall be as follows:

To conduct and carry on a general business of processing, of canning and of dealing in food products of all kinds, and particularly of preservation of food products by the process of cold storage;

To carry on the business of public warehousing and all business necessary and impliedly incidental thereto;

To issue warehouse receipts and such like documents to persons warehousing goods with the company;

To engage in the general refrigeration and dry storage business;

To own, buy, sell, lease, mortgage and deal in real estate and personal property;

To own, build, operate and maintain buildings and improvements upon its real estate and leasehold interests, and to rent and lease the same or any part thereof;

To borrow and loan money and to deal in negotiable paper of all kinds;

To own stock in other corporations and to vote the same;

To enter into contracts with respect to any of the pursuits and business aforesaid or incidental thereto;

To engage in, follow or do any thing to carry out any of the purposes aforesaid, whether herein specifically enumerated or not, as may be agreed upon or found necessary or convenient or desirable to do by the Board of Directors of this corporation;

To engage in and do any of the things above specified in the State of Utah and within the United States;

To enter into contracts or arrangements with the United States of America or any agency thereof or any state, or municipality within the scope of any of the purposes or business of this corporation;

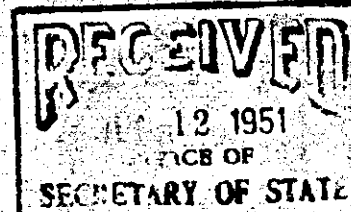
All of the above and foregoing acts to be done by the Board of Directors of this corporation without the consent of the stockholders first had and obtained.

IN WITNESS WHEREOF we have executed this certificate and caused the seal of said corporation to be affixed this the 14th day of April, 1950.

PRESIDENT.

SECRETARY.

1st Sec. 134 Bldg
Ogden Ut



CERTIFICATE OF AMENDMENTS OF ARTICLE NUMBER FIVE AND OF
ARTICLE NUMBER EIGHT OF THE ARTICLES OF INCORPORATION OF
THE OGDEN QUICK FREEZING AND STORAGE COMPANY, A UTAH
CORPORATION.

We, W.S. Broderick, President, and Francis DeBry, Secretary,
of the Ogden Quick Freezing and Storage Company, a Utah corpor-
ation, do hereby certify that at a meeting of the stockholders
of said corporation held at Ogden City, Weber County, State of
Utah, on the 31st day of May, 1951, Article Number Five and
Article Number Eight of the Articles of Incorporation of said
corporation were amended as hereinafter set out.

We do hereby certify that all of the outstanding stock of
said corporation was represented at said meeting and that all of
said stock was unanimously voted in favor of said amendments.

We do further certify that by the resolution duly adopted
at said meeting said Articles of Incorporation were amended as
follows:

That Article Number Five of the Article of Incorporation was
amended to read as follows:

ARTICLE NUMBER FIVE

The limit of the capital stock of this corporation is One
Hundred and Fifty Thousand Dollars divided into Three Thousand Shares
of the par value of Fifty Dollars each, said shares to be divided
into two classes of stock, one of said classes to consist of Two
Thousand Eight Hundred Shares to be known and designated as "Class A"
stock of the par value of Fifty Dollars per share without voting
power, and the other class to consist of Two Hundred Shares to be
known and designated as "Class B" stock of the par value of Fifty
Dollars per share which said "Class B" stock shall exclusively possess
the voting powers for the election of directors and for all other
purposes.

That the present treasury stock if and when issued shall be
issued as "Class A" stock.

That Article Number Eight of the Articles of Incorporation was amended to read as follows:

ARTICLE NUMBER EIGHT

That the following provision is added to this Article:

That the foregoing powers and rights and conditions heretofore vested in the stockholders generally shall be vested in the stockholders of "Class B" stock.

IN WITNESS WHEREOF we have executed this certificate and caused the seal of said corporation to be affixed this the 7th day of June, 1951.

W. S. Broderick
PRESIDENT.
Francis DeBry
SECRETARY.

STATE OF COLORADO, }
COUNTY OF DENVER. } SS.

I, W.S. Broderick, one of the signers of the foregoing certificate, being first duly sworn, depose and say that I am the President of the Ogden Quick Freezing and Storage Company named in the foregoing certificate and that the statements contained in said certificate are true.

W. S. Broderick

Subscribed and sworn to before me this the 7th day of June, 1951.

Robert M. Johnson
Notary Public,

Residing at Denver, Colorado.

My Commission Expires: September 17, 1954

STATE OF UTAH, }
COUNTY OF WEBER. } SS.

I, Francis DeBry, one of the signers of the foregoing certificate, being first duly sworn, depose and say that I am the Secretary of the Ogden Quick Freezing and Storage Company named in the foregoing certificate and that the statements contained in said certificate are true.

Francis DeBry

Subscribed and sworn to before me this the 9th day of June, 1951.

Robert M. Johnson
Notary Public,

24782

AMENDMENT TO THE ARTICLES OF INCORPORATION

OF

OGDEN QUICK FREEZING & STORAGE COMPANY

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being all of the stockholders of
OGDEN QUICK FREEZING & STORAGE COMPANY, a corporation
organized and existing under and by virtue of the laws of the State of
Utah, do hereby assent and agree to the amending of the Articles of
Incorporation, by changing Article Number One to read as follows:

"ARTICLE NUMBER ONE

"The name of this corporation is and shall be
A & W FINANCE COMPANY."

IN WITNESS WHEREOF, we have hereunto set our hands
and seals this 7 day of December, 1960.

W. S. Broderick
W. S. Broderick

Isabella I. Broderick
Isabella I. Broderick

R. M. Justice
R. M. Justice

H. S. Stillman
H. S. Stillman

Francis DeBry
Francis DeBry

CHAMPA & CO.

BY Champa & Co.

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