

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

STOKER ENTERPRISES, INC.

File number C 112028

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 the above named 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: September 14, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Sibel*

SEP 14 8 40 AM '95  
SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION OF  
STOKER ENTERPRISES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, being of full age and a citizen of the United States, has this day associated for the purpose of forming a corporation under the provisions of the Idaho Business Corporation Act.

I hereby certify in writing:

ARTICLE I - NAME

The name of the corporation shall be Stoker Enterprises, Inc.

ARTICLE II - PURPOSES AND POWERS

The purposes for which said corporation is formed are:

A. To engage in the business of a retail yogurt and ice cream shop or shops and related retailing business.

B. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

C. To manufacture, produce, buy, sell, trade, and deal in any and all types and kinds of goods, machinery, products, merchandise, and personal property of every class and description at wholesale or retail for and on the account of the corporation, or as manufacturer, broker, factor, or agent.

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IDAHO SECRETARY OF STATE  
9/14/95 9:00:00 AM  
Customer # 16384  
IVC960013665 16384  
CORPORATION PROFIT  
1 @ 100.00 = 100.00  
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D. To enter into, make, perform, and carry out contracts of every sort and kind with any person, firm, corporation, or other legal entity and to acquire and take over the good will, property, rights, franchises, options, and assets of every kind and the liabilities of any person, firm, association, corporation, or other legal entity, either wholly or in part, and to pay for the same in cash, stocks, or bonds of the corporation or otherwise.

E. To purchase or acquire property, business rights, or franchises, or for any other object in or about its business affairs, to incur debt and to borrow and secure the payment of money in any lawful manner, including the issue and sale of money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, notes, or other evidence or indebtedness, and to acquire by purchase, gift, or otherwise, shares of its own corporate stock and cancel the same, or any part thereof, or hold all or any of such stock for resale as treasury stock, or for the purpose of making stock dividends to its shareholders and to restrict the transferability of its outstanding shares to the extent reasonably necessary to protect the rights of the corporation and its shareholders in any stock purchase, contracts, or options that may be made between themselves or any of them.

F. To act as surety or creditor in any and all types of engagement, including the power to execute, endorse, and deliver contracts, and to guarantee the prompt and faithful performance for payment of debts, notes, agreements, contracts, and undertakings of any other person, firm, partnership, or corporation, and to act as accommodation co-maker or guarantor on obligations either as primary or secondary obligator.

G. Without in any manner limiting any of the objects, purposes, or powers of the corporation, the business or purposes of said corporation shall be, from time to time, to do any one or more of all of the acts or things herein set forth.

H. The several subdivisions contained in this article of purposes shall be construed as both purposes and powers, and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on business corporations by the laws of the State of Idaho, all of which powers are hereby expressly claimed.

#### ARTICLE III - DURATION

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

#### ARTICLE IV - REGISTERED OFFICE AND AGENT

The registered office of said corporation in the State of

Idaho shall be 626 Ballingrude Drive, Twin Falls, Idaho 83301. The registered agent shall be Randy J. Stoker, 626 Ballingrude Drive, Twin Falls, Idaho 83301.

#### ARTICLE V - CORPORATE STOCK

The aggregate number of shares the corporation shall have authority to issue is 100, all of which shall have a par value of \$1.00 per share.

#### ARTICLE VI - INCORPORATOR

The incorporator of this corporation is:

<u>Name and Address</u>	<u>Number of Shares</u>
Randy J. Stoker	100

#### ARTICLE VII - ADDRESS OF INITIAL BOARD OF DIRECTORS

The address of the initial board of directors shall be 626 Ballingrude Drive, Twin Falls, Idaho 83301.

#### ARTICLE VIII - MANAGEMENT

The initial board of directors shall consist of one director and shall be: Randy J. Stoker. Thereafter the business of the corporation shall be managed by a board of at least one director, except that if all of the shares of the corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than three but not less than the number of stockholders. Directors need not be shareholders. A

director shall hold office for the term for which he was named or elected and until his successor is elected and qualified.

## ARTICLE IX - BY-LAWS

The power to adopt, repeal, and amend the by-laws of the corporation shall be in the stockholders, and the by-laws may be amended, adopted, or repealed by a majority vote of the stock issued and entitled to vote.

IN WITNESS WHEREOF, I have hereunto set my hand this 13th day  
of September, 1995.

Randy J. Stoker

STATE OF IDAHO

) ss.

County of Twin Falls

On this 13th day of September, 1995, before me, the undersigned, personally appeared Randy J. Stoker, known to me to be the person whose name is subscribed to in the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Notary Public for Idaho  
Residing at Idaho Falls  
Com. Exp. 5-18-98