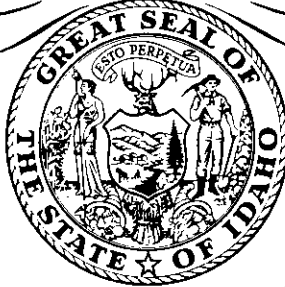


# State of Idaho



## Department of State.

### CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

**PETE T. CENARRUSA**

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

#### **STERLING-KEELEYS INCORPORATED**

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **twenty-first** day of **July** 19 **71**, original articles of amendment, as provided by Section **30-146 and 30-147, Idaho Code, amending articles of incorporation**

and that the said articles of amendment contain the statement of facts required by law, and are ~~to be~~ recorded on ~~film~~ **microfilm** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

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 **21st** day of **July**, A. D., 19 **71**.

Secretary of State

ARTICLES OF AMENDMENT  
OF  
STERLING-KEELEYS INCORPORATED

GREY M. JENSEN, President, CLAYTON S. HALE, Secretary, and DOUGLAS G. GROTE, Treasurer, of the above-named Corporation, respectfully show that:

The above-named Corporation was organized under the laws of the State of Idaho on the 5th day of January, 1962 under the name of LoDha Sterling, Incorporated; that since that date several amendments and mergers have taken place, including the change in name.

That in order to consolidate and bring all amendments and mergers current and to set forth the Articles of Incorporation in one instrument, the above-named Corporation upon the proposal of its Board of Directors by resolution duly adopted by said Board of Directors setting forth the proposed amendment, and directing that it be submitted to a vote of the shareholders entitled to vote in respect thereof at a designated meeting of such shareholders; and upon the adoption thereof by the shareholders at the meeting as provided by law and as hereinafter more specifically set out, does now hereby by Grey M. Jensen, President, and Clayton S. Hale, Secretary, and Douglas G. Grote, Treasurer, execute and acknowledge the following Articles of Amendment of its Articles of Incorporation.

The Board of Directors of the Corporation, at a duly called meeting of said Board, held on the 24th day of June, 1971, at 301 Roosevelt Avenue, in the City of Pocatello, Idaho, adopted said Resolution of Articles of Amendment of the Articles of Incorporation and submitted the proposed Amendments to a vote of the Shareholders entitled to vote at a special meeting held on the 24th day of June, 1971, at 301 Roosevelt Avenue, Pocatello, Idaho.

That upon due notice of the special meeting, over two-thirds (2/3) of the Shareholders attended the meeting and participated in the meeting.

At the Shareholders meeting the Shareholders entitled to vote in respect of said Amendments to the Articles of Incorporation, upon the call and notice required by law, did adopt the ~~above~~ Amendments by the affirmative vote

of the holders of at least more than two-thirds (2/3) of the votes, which is more than required by law, and by its Articles of Incorporation and By-Laws, of the outstanding shares entitled to vote thereon.

That all of the Articles of Incorporation heretofore authorized are as follows:

#### ARTICLE I

The name of the Corporation is STERLING-KEELEY'S INCORPORATED.

#### ARTICLE II

The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on by the Corporation are as follows:

Section 1. To manufacture, buy, sell and deal in Food Products and Services and any and all other manufactured products and the raw materials thereof, and all articles made or derived therefrom.

Section 2. To carry on a general manufacturing business, including the purchase of raw materials, the erection and operation of factories, the manufacture of goods of every description, and the sale thereof at wholesale or retail.

Section 3. To manufacture, purchase or otherwise acquire, to hold, own, mortgage, pledge, sell, assign, and transfer, or otherwise dispose of, trade in, and deal with goods, wares and merchandise, and real and personal property of every description, including lands, buildings, business concerns and undertakings, mortgages, shares, stocks, debentures, securities and concessions.

Section 4: To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise acquire, use or dispose of, letters patent of the United States or of any foreign country, patents, patent rights, licenses, privileges, inventions, improvements, processes, trade-marks, trade names, relating to or useful in connection with any business of this Corporation.

Section 5: To enter into, make, perform and carry out contracts of every kind for any lawful purpose, without limit/<sup>as</sup>to amount, with any government or department thereof, or with any person, firm, association or corporation.

Section 6: To draw, make, accept, endorse, discount, execute and

issue promissory notes, bills of exchange, warrants or other negotiable or transferable instruments.

Section 7. To issue bonds, debentures, or obligations, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

Section 8. To purchase, hold and re-issue the shares of its capital stock.

Section 9. To have one or more offices, and to carry on all or any of its operations and business and to purchase or otherwise acquire, hold, own, mortgage, sell, lease, convey, or otherwise dispose of real and personal property of any description, without restriction as to amount, and to enter into contracts in any of the States, Districts, territories or possessions of the United States and in any and all foreign countries, subject, however, to the laws of such State, District, territory, possession or country.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict the powers of the Corporation to carry on any other business in connection with any of the foregoing, whether manufacturing or otherwise, and to have and to exercise all the powers conferred by the laws of Idaho upon corporations.

#### ARTICLE III

The duration of the Corporation is perpetual.

#### ARTICLE IV

The location and post office address of the registered office of the Corporation in the State of Idaho is Pocatello, Idaho.

#### ARTICLE V

That the total authorized number of no par value shares is 400,000.

#### ARTICLE VI

The Stock of the Corporation is divided into 400,000 shares of no par value common stock; there are no preferences or restrictions granted to or imposed upon any of the shares of stock that is not granted to or imposed upon another share of stock. Cumulative voting is granted to all shares in the election of Directors. Every shareholder of record, in calculating the number

of votes to which he may be entitled, shall have the right to multiply the number of his shares by the number of Directors to be elected, and he may cast all such votes for one candidate or he may distribute them among any two or more candidates. In all other matters each share of stock is to have one vote.

#### ARTICLE VII

Name and post office address of each of the incorporators and the number of shares of stock for which each subscribed to is:

<u>Name</u>	<u>Address</u>	<u>No. of Shares of Stock</u>
Guy W. Cash, Jr.	Lewiston, Idaho	1 share
Kent S. Walker	Pocatello, Idaho	1 share
Lou Jean Walker	Pocatello, Idaho	1 share

#### ARTICLE VIII

The private property of the shareholders shall not be subject to the payment of corporate debts to any extent whatsoever.

#### ARTICLE IX

The present By-Laws of Sterling-Keeleys Incorporated (formerly LoDha Sterling, Incorporated) shall be the By-Laws of the Corporation, unless and until altered, amended or repealed as therein provided and according to law.

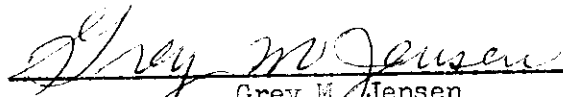
#### ARTICLE X

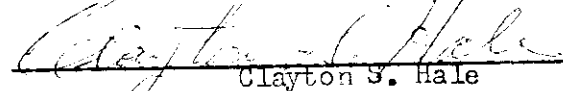
That there are no profit-sharing rights and that matter is left to the future as determined by shareholders and the Board of Directors.

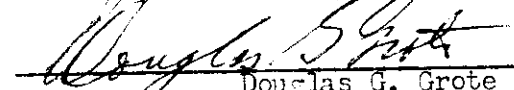
#### ARTICLE XI

That there are no pre-emptive rights to shareholders as to future issue of shares.

IN WITNESS WHEREOF, we do hereby set our hands and seals this 20  
day of July, 1971.

  
Grey M. Jensen  
President of Sterling-Keeleys Incorporated

  
Clayton S. Hale  
Secretary of Sterling-Keeleys Incorporated

  
Douglas G. Grote  
Treasurer of Sterling-Keeleys Incorporated

STATE OF IDAHO       )  
                          : ss.  
COUNTY OF BAIKOVOK )

On this 20 day of July, in the year 1971, before me, the undersigned Notary Public, personally appeared GREY M. JENSEN, CLAYTON S. HALE, and DOUGLAS G. GROTE, known to me to be the President, Secretary and Treasurer, respectively, of the Corporation that executed the instrument on behalf of said Corporation, and acknowledged to me that such Corporation executed the same.

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

(SEAL)

Wayne L. Lovelace  
Notary Public for Idaho  
Residing at Pocatello, Idaho  
My Commission Expires: 20 January 1974