

# State of Idaho

## Department of State

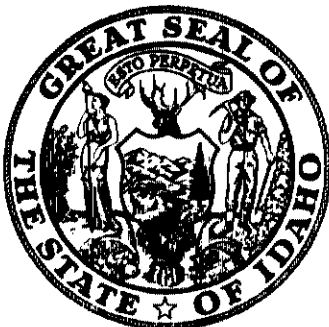
### CERTIFICATE OF INCORPORATION OF

CIRCUS FOODS, LTD.

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: July 29, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Ara Seibel*

ARTICLES OF INCORPORATION

OF

CIRCUS FOODS, LTD.

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The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be

CIRCUS FOODS, LTD.

ARTICLE II - REGISTERED OFFICE AND AGENT

The location and post office address of the initial registered office of the corporation is:

2435 S. Swallowtail Lane  
Boise, Idaho 83706

and the name of the initial registered agent of the corporation who may be found at that address is:

Lanae Jones

ARTICLE III - PURPOSES

The nature, object, purposes and powers of this corporation are to provide any and all lawful business as permitted by law; to purchase, distribute, sell and otherwise deal in and with goods, merchandise and services; to enter into any lawful partnership, joint ventures, or any arrangements for sharing costs and profits, union of interests or reciprocal concessions in any business which this corporation is authorized to carry on, so as to directly or indirectly benefit this corporation; to enter into any businesses incidental to, connected with or similar to the businesses set forth hereinabove; and to exercise all of the powers, and to do all of the acts and things permitted to general business corporations for profit, to the maximum extent permitted or authorized by the laws of the State of Idaho now in effect, or as the same may hereafter be amended from time to time.

ARTICLE IV - DURATION

The duration of this corporation is perpetual.

## ARTICLE V - CAPITAL STOCK

1. The authorized capital of this corporation shall be FIVE HUNDRED (500) shares of capital stock, to be known as common stock, NO PAR VALUE.

2. All shares shall have full voting rights and shall be equal to one another with respect to the voting rights.

3. Shares of this corporation shall be entitled to receive dividends out of funds legally available for payment thereof, payable at the discretion of the Board of Directors.

4. Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations of the corporation convertible into stock.

5. Shares of the corporation's stock shall be non-assessable.

## ARTICLE VI - BOARD OF DIRECTORS

The number of directors of the corporation shall be as specified in the Bylaws and such number may from time to time be increased or decreased in such manner as may be prescribed in the Bylaws, provided the number of directors of the corporation shall not be fewer than the number required by law. The initial Board of Directors shall number two (2). In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

## ARTICLE VII - INITIAL BOARD OF DIRECTORS

The name and post office address of the initial directors of this corporation, who shall serve until the first election of directors, are as follows:

Lanae Jones  
2435 S. Swallowtail Lane  
Boise, Idaho 83706

and

Mark Eastland  
Rt. 2 Box 386  
Baker City, Oregon 97814

#### ARTICLE VIII - OFFICERS

The officers of this corporation shall be a President, a Secretary, a Treasurer, and such other officers and assistant officers as may from time to time be designated by the Board of Directors. The duties and authority of the officers shall be prescribed by the Board of Directors and the Bylaws of the corporation.

#### ARTICLE IX - LIABILITY

The private property of the shareholders of the corporation shall not be subject to payment of corporate debts or obligations.

#### ARTICLE X - SHAREHOLDERS

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. The annual meeting of the shareholders of the corporation shall be at such time and place, within or without the State of Idaho, as may be provided for in the Bylaws of the corporation. Any special meeting of the shareholders may be held at such place and in such manner as provided for in the Bylaws of the corporation, or may be held in the manner provided by the corporation laws of the State of Idaho.

#### ARTICLE XI - AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended at any annual or special meeting of the shareholders in the manner provided by the corporation laws of the State of Idaho.

#### ARTICLE XII - INCORPORATOR

The name and post office address of the incorporator is as follows:

Floyd C. Vaughan  
P.O. Box 965  
Baker City, Oregon 97814

IN WITNESS WHEREOF, the undersigned incorporator has set his hand this 27 day of July, 1993.

  
FLOYD C. VAUGHAN