

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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 original of the articles of incorporation of

NONPAREIL CORP.

was filed in the office of the Secretary of State on the *31st* day of *October* A.D., One Thousand Nine Hundred *seventy-five* and ~~will be~~ ~~duly recorded on Film-No~~ *microfilm* of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for ~~Perpetual Existence~~ from the date hereof, with its registered office in this State located at *Boise, Idaho* in the County of *Ada*

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 *31st* day of *October*, A.D., 19 *75*.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

NONPAREIL CORP.

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KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Business Corporation Act 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

NONPAREIL CORP.

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

To manufacture, handle, store, purchase, buy, sell, either at wholesale or retail, market, distribute and otherwise generally deal in and with dehydrated potatoes and starch products of every kind and description and other things made or derived from potatoes and starch products of every kind and nature used or capable of being used for any purpose whatever.

To deal in, buy, sell, acquire, convey, manage, lease, sublet, mortgage and encumber real estate or other property, real, personal or mixed, and to subdivide, plot, improve and develop lands for the purpose of sale or otherwise, and to do and perform all things needful or lawful for the development and improvement of same for residence, trade or business purposes without limitation as to amount.

To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

To acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge, and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust or the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To conduct business in this state, other states, the District of Columbia, the territories and colonies of the United States, and in foreign countries, and to have one or more offices and places of business out of this state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of, and/or convey real and personal property situate out of this state.

In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and exercise all the powers conferred by the laws of Idaho upon corporations formed under the laws of the State of Idaho, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted, by reference to, or inference from, the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

THIRD: The corporation is to have perpetual existence.

FOURTH: The location and post office address of the registered office of the corporation in the State of Idaho shall be Bank of Idaho Building, Boise, County of Ada.

FIFTH: The total authorized number of shares that the corporation is authorized to issue is two hundred (200) shares all of which are without par value.

SIXTH: The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

<u>Names</u>	<u>Post Office Addresses</u>	<u>No. of Shares</u>
Leif A. Tonnessen	70 Pine Street New York, N.Y. 10005	One (1)
Robert F. Gilhooley	70 Pine Street New York, N.Y. 10005	One (1)
John S. Hoenigmann	70 Pine Street New York, N.Y. 10005	One (1)

SEVENTH: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized;

To repeal and amend the By-Laws of the corporation and to adopt new By-Laws.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for depreciation and depletion and losses of every character, or to abolish any such reserves in the manner allowed by the laws of the State of Idaho.

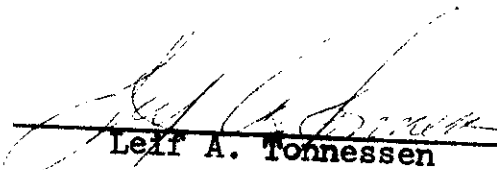
By resolution passed by a majority of the whole board, to designate two or more of the directors to constitute an executive committee, which to the extent provided in such resolution shall have and exercise the authority of the Board of Directors in the management of the business of the corporation.

When and as authorized by the affirmative vote of the holders of majority of the stock issued and outstanding having voting power given at a shareholders' meeting duly called for that purpose, the Board of Directors shall have power and authority to sell, lease or exchange all the assets of the corporation, other than its franchise of being a corporation, which may be in whole or in part shares of stock in any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the corporation.

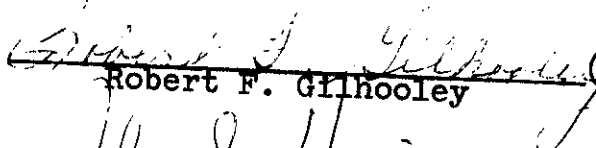
EIGHTH: Fully paid shares of the stock of the corporation shall not be subject to assessment.

NINTH: This 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 statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

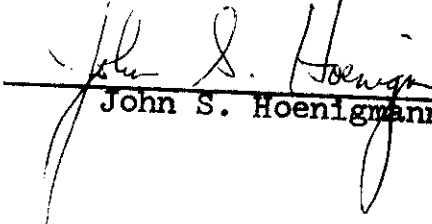
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 24th day of October, 1975.



Leif A. Tonnessen (L.S.)



Robert F. Gilhoolley (L.S.)

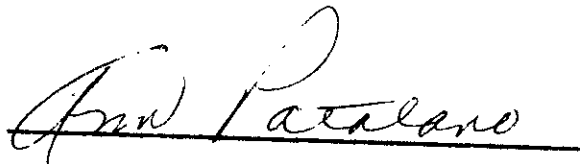


John S. Hoenigmann (L.S.)

STATE OF NEW YORK }
COUNTY OF NEW YORK } SS.:

On this 24th day of October, 1975, before me,
Ann Patalano, a Notary Public in and for said State, personally
appeared Leif A. Tonnessen, Robert F. Gilhooley and John S.
Hoenigmann to me known to be the persons whose names are sub-
scribed to the within instrument and acknowledged to me that
they executed the same.

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



ANN PATALANO
Notary Public, State of New York
No. 41-3030105 - Qual. in Qns. Co.
Certificate filed in New York County
Commission Expires March 30, 1977