

ARTICLES OF INCORPORATION

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OF SEA GLASS, INC.

SECRETARY OF STATE
STATE OF IDAHO

ARTICLE I

Name. The name of the corporation is SEA GLASS, INC.

ARTICLE II

Authorized Shares. The aggregate number of shares the corporation is authorized to issue shall be 1,000 shares of \$5.00 per value, all of which shall be common voting stock.

ARTICLE III

Registered Office and Agent. The registered office of the corporation is 10530 Virginia Lane, Payette, Idaho, 83661 and its registered agent at that address shall be Barbara Pietra.

ARTICLE IV

Voting Entitlement of Shares.

- (a) Except as provided in subsections (b) and (d) of this Article, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote.
- (b) This corporation is not entitled to vote treasury shares. The shares of this corporation are not entitled to vote if they are owned, directly or indirectly, by a second corporation, domestic or foreign, and this corporation owns, directly or indirectly, a majority of the shares entitled to vote for directors of the second corporation.
- (c) Subsection (b) of this Article does not limit the power of this corporation to vote any share, including its own shares, held by it in a fiduciary capacity.
- (d) Redeemable shares are not entitled to vote a notice of redemption is mailed to the holder sum sufficient to redeem the shares has been

IDAHO SECRETARY OF STATE
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SEA GLASS, INC.

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deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holder's redemption price upon surrender of the shares.

ARTICLE V

Corporate Purpose. The purpose for which this corporation is organized is to manufacture pet products, produce literature and operate a wholesale and retail sales business. To buy, sell, lease, acquire, hold or dispose of any class of property which may be necessary or convenient to the pursuit of the business. To transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE VI

Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-1-732, Idaho Code. The number of directors constituting the initial board of directors shall be one (1), and the name and address of the person to serve as director until the first annual meeting of shareholders or until his successor is elected and qualified is:

| <u>Name</u> | <u>Address</u> |
|----------------|--|
| Barbara Pietra | 10530 Virginia Lane Payette, ID 83661 |

ARTICLE VII

Voting. Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Shareholders shall not have the right to cumulate their votes for directors.

ARTICLE VIII

Preemptive Rights. The corporation elects to have preemptive rights.

ARTICLE IX

Indemnification. The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended; provided, however, that in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment.

ARTICLE X

Limitation of Liability. No director shall be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

ARTICLE XI

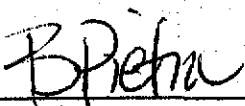
Initial Issue of Stock. The initial issue of stock is subscribed as follows:

| | |
|----------------|-------------|
| Barbara Pietra | 1000 shares |
|----------------|-------------|

ARTICLE XII

Incorporator. The name of the incorporator is Barbra Pietra and the incorporator's address is 10530 Virginia Lane, Payette, Idaho, 83661.

In witness whereof, I have subscribed these Articles of Incorporation this 30th day of July, 2009.



Barbra Pietra, Incorporator