

93276



**CERTIFICATE OF INCORPORATION
OF**

PAMPERED PALATE, INC.

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 11, 1990**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION
OF
PAMPERED PALATE, INC.

SEP 6 12 02 PM '90
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all being citizens of the United States, and being of legal age, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho and for that purpose we do hereby certify as follows:

ARTICLE I

That the name of this corporation shall be: PAMPERED PALATE, INC.

ARTICLE II

That the term of the existence of this corporation shall be perpetual.

ARTICLE III

That the initial registered office of this corporation is ¹³⁶⁵~~7155~~ N. Orchard, Suite 370, ~~Overland road~~, Boise, Idaho 83706, and the initial principal place for transaction of its business is hereby designated as 7155 Overland Road, City of Boise, County of Ada, State of Idaho. The initial registered agent of this corporation and its address is: Raymond D. Schild, 1365 North Orchard, Suite 370, Boise, Idaho.

ARTICLE IV

The objects and purposes for which this corporation is formed are, as principal, agent or otherwise, to do in the State of Idaho

and any other state, territory or country, any and every of the things herein set forth to the same extent as natural persons might or could do, but this corporation shall have the authority to perform such acts as are necessary or proper to accomplish its purposes and which are not repugnant to law, in furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, and we do hereby expressly provide that the corporation shall have power:

A. To transact any and all lawful business, including, but not limited to, the operation of a bakery, and any other business venture the directors or officers may authorize;

B. To buy, sell, lease, own and manage real and personal property of every kind and character and do all lawful things in regard thereto;

C. To enter into, make, perform and carry out contracts of every kind, amount and character with any person, firm, association or corporation;

D. To purchase, own, sell, convey, mortgage, pledge, exchange, acquire by operation of law or otherwise, personal and real property of every kind and character, debts, dues and demands, or choses in action, and each and every kind of personal property, evidence of debts, bonds, stocks of this and other corporations, both public and private, which the corporation may deem necessary and convenient for its business or otherwise, including the purchase and sale of its own common or other form of stock which has theretofore been issued to a stockholder;

E. To borrow and lend money from and to any person, firm, association, and to make, take and execute notes, mortgages, bonds, deeds of trust, debenture bonds or other evidences of indebtedness to secure payment thereof or by any other lawful manner or means, and to take and receive notes, bonds, mortgages, deeds of trust, or any evidence of indebtedness to secure payment thereof or by any other lawful manner or means, and to take and receive notes, bonds, mortgages, deeds of trust, or any evidence of indebtedness for the use and benefit of said corporation or otherwise;

F. To own, hold, lease or sublet, or to conduct on its own account or for any person, firm, association or corporation, all and every kind of merchandise, business or pursuit, necessary or proper to carry on an account of the business of said corporation;

G. To build, repair, reconstruct, locate or relocate any and all necessary buildings of any kind or character and at any place proper or convenient to carry on any or all of the business of said corporation;

H. To also have, in addition to said foregoing powers, all authority, powers and rights granted by the laws of the State of Idaho and any amendments thereof;

I. To enter into any sort of partnership with any person, corporate or otherwise, and to guarantee the contract, debt, obligation or liability of any person, corporate or otherwise.

J. To do and perform every act and thing necessary to carry out the above-enumerated purposes, or which may be calculated, directly or indirectly, to advance the interests of the company, or

to enhance the value of its stock, holdings and property of every kind and character.

ARTICLE V

The number of Directors of this corporation shall be not less than two (2) nor more than six (6) as provided in the By-Laws. The number of directors constituting the initial Board of Directors of the corporation is two (2) and the names and addresses of the persons who are to serve as directors until the first Annual Meeting of Shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Jane Wiedenheft	6632 Hummel Boise, Idaho 83709
Kathie Crouch	1734 Brooklawn Boise, Idaho 83709

The Board of Directors shall consist of one or more shareholders of the corporation, as specified in its By-laws, elected by the shareholders of the corporation.

Each director shall hold office until the next annual meeting of the corporation or until his successor shall have been duly elected and qualified.

The officers of the corporation shall be a president, vice-president, secretary, and treasurer, and such other officers as the Board of Directors shall designate from time to time.

The officers of the corporation shall be elected by the Board of Directors and shall hold office until the next annual meeting of

the board or until their successors shall have been duly elected and qualified.

The duties and powers of the officers shall be such as are designated by the Board of Directors.

ARTICLE VI

The aggregate number of shares which the corporation shall have authority to initially issue is Fifty Thousand (50,000) shares with such shares to be divided into three classes as follows:

1. Thirty thousand (30,000) shares having no par value as common voting stock;

2. Ten thousand (10,000) shares having no par value as common non-voting stock; and

3. Ten thousand (10,000) shares of non-cumulative preferred stock having no par value, which is convertible into either common voting shares or common non-voting shares as the board of directors may, in its discretion, determine. The preferred shares of stock shall receive on an annual basis a specified dividend as and when declared by the board of directors, in its discretion, prior to payment of any dividends to any of the common shares of stock.

The total capitalization of the corporation is ~~Fifty Thousand Dollars (\$50,000.00)~~ *as stated above.*

Each share of common stock shall have the same rights, privileges and voting powers and the same shall be fully paid and nonassessable.

In all elections for directors of this corporation, every shareholder shall have the right to vote in person or by proxy for

the number of shares of stock owned by him for as many persons as are directors to be elected or to cumulate his said shares and give any one candidate as many votes as the number of directors multiplied by the number of his shares of stock shall equal, or to distribute them on the same principle among as many candidates as he shall think fit, and such directors shall not be elected in any other manner.

The board of directors is invested with authority to determine and set all respective designations, preferences, and restrictions not in conflict herewith, to implement provisions for the issuance and sale of the respective classes of stock as appropriate.

The board of directors is vested with authority to issue the preferred shares in series. Each series of preferred shares as issued must be appropriately designated prior to such issuance thereof by some distinguishing letter, number or title. All shares of each series of preferred shares shall be alike in every particular except as to the dates from which dividends shall commence to accrue. All preferred shares shall be of equal rank and have the same powers, preferences, and rights, and shall be subject to the same qualifications, limitations and restrictions, without distinction between the shares of different series thereof, except only in regard to the following particulars, which may be different in different series:

A. The annual rate or rates of dividends payable on shares of such series and the dates from which such dividends shall commence to accrue;

B. The amount or amounts payable upon redemption thereof and the manner in which the same may be redeemed;

C. The amount or amounts payable to holders thereof upon any voluntary or involuntary liquidation, dissolution, or winding up of the corporation;

D. The provision of the sinking fund with respect thereto;

E. The terms and rates of conversion or exchange thereof, it convertible or exchangeable; and

F. The provisions as to voting rights, if any.

It is further provided that if the stated dividends and amounts payable on liquidation are not paid in full, the shares of all series of the preferred shares shall share ratable in the payment of dividends including the accumulations, if any, in accordance with the sums which would be payable on such shares if all dividends required to be paid in full were paid, and distribution of the assets other than by way of dividends in accordance with the sums which would be payable upon distribution if all such sums payable were discharged in full. The designation of each particular series of preferred shares and its terms in respect to the foregoing particulars shall be fixed and determined by the board of directors in any manner permitted by law and stated in the resolution or resolutions providing for the issuance of such shares adopted by the board of directors pursuant to the authority hereby invested in it, prior to any shares of such series being issued and which shall be set forth in full or summarized on the certificates of such series or in an attached statement in accord therewith.

The board of directors may from time to time increase the number of shares of any series of preferred shares already created by providing that any unissued preferred shares shall constitute part of such series or may decrease (but not below the number of shares thereof then outstanding) the number of shares of any series of preferred shares already created by providing that any unissued shares previously assigned to such series shall no longer constitute part thereof. The board of directors is hereby empowered to classify or reclassify any unissued preferred shares by fixing or altering the terms thereof in respect to the above-mentioned particulars and by assigning the same to any existing or newly created series from time to time before the issuance of such shares.

The board of directors is also authorized, in its discretion, to fix by resolution the requirements for convertibility of the preferred non-cumulative shares into common voting shares or common non-voting shares.

The corporation is authorized to redeem the non-cumulative preferred shares that are issued and is further authorized to establish a sinking fund for the redemption of shares of such preferred stock to be set aside from the funds legally available for the redemption of such shares in amounts and at times to be determined by the board of directors in their discretion. The corporation may redeem preferred shares from funds set aside in the sinking fund at the price per share established pursuant to a fixed formula by the board of directors for such number of shares as can

be purchased from the sums available in the sinking fund on an annual basis, at a price not to exceed the value set by the board of directors for the no par valuation of the stock, plus accrued dividends thereon. Redemption may be made of the whole or any part of the outstanding shares of any one or more series in the discretion of the board of directors. If the redemption be a part of a series, the shares to be redeemed may be selected by lot, or all the shares in such series may be redeemed prorata, in such manner as may be prescribed by resolution of the board of directors.

The holders of preferred shares shall not be entitled to vote in any proceedings for merger or consolidation, for voluntary dissolution, for change of names, for the election of directors, or in any other proceeding or upon any matter or questions at any shareholders meeting except as some provision of law may expressly confer a right to vote regardless of any provisions to the contrary in the articles of incorporation or other certificate filed pursuant to law.

Within a reasonable time after liquidation, dissolution or distribution of assets not in the ordinary course of business of the corporation, holders of preferred shares shall be paid the value of their shares as fixed for the amount of consideration as determined by the board of directors before any amount shall be payable to the holders of the common shares, and after the payment of the amount so fixed to the holders of such preferred shares, the

balance of the assets and funds of the corporation shall be distributed only among the holders of the common shares.

Shares shall be voted only by the holder of record or another shareholder of the corporation in accordance with a written proxy executed by a holder of record.

The shares of the corporation held by a deceased or retired shareholder shall be either redeemed or canceled by the corporation, or transferred to another shareholder within six (6) months after the date of death or retirement. Shares shall not be transferred to non-shareholders without first being offered at their fair market value to the remaining shareholders of the corporation. Shares not so redeemed or transferred within the required period of time shall be canceled at the end of such period.

ARTICLE VII

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Jane Wiedenheft	6632 Hummel Boise, Idaho 83709
Kathie Crouch	1734 Brooklawn Boise, Idaho 83709

ARTICLE VIII

The private property of the Shareholders of the corporation shall not be subject to any payment of corporate debts to any extent whatever, except every shareholder is individually and personally liable for the debts and liabilities of the corporation

to the full amount unpaid upon any subscription to shares of stock made by him as provided in § 30-1-25, Idaho Code, and as such may be amended.

ARTICLE IX

There shall be no personal liability of a director to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director:

A. For any breach of the director's duty of loyalty to the corporation or its stockholders;

B. For acts or omissions not in good faith, or which involve intentional misconduct or a knowing violation of law;

C. Provided for under § 30-1-48, Idaho Code; or

D. For any transaction from which the director derived an improper, personal benefit.

No such provision shall eliminate or limit the liability of a director for any act or omission occurring prior to November 1, 1988. All references in this subsection to a director shall also be deemed to refer to a member of the governing body of a corporation which is not authorized to issue capital stock.

ARTICLE X

The corporation reserves the right to amend, endorse, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, by a majority vote of the shareholders represented in person or by proxy at any annual meeting of the shareholders or at any special meeting duly

called for that purpose, excepting only where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 6th day of September, 1990.

Jane Wiedenheft
Jane Wiedenheft

Kathie Crouch
Kathie Crouch

STATE OF IDAHO)
) ss.
County of Ada)

On this 6th day of September 1990, before me, the undersigned, a Notary Public in and for said state, personally appeared Jane Wiedenheft, known to me to be the person whose name is subscribed to the within and 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.

Ellen A. Schild
Notary Public for Idaho
Residing at Boise
My Commission Expires: Jan 22, '96

STATE OF IDAHO)
) ss.
County of Ada)

On this 6th day of September 1990, before me, the undersigned, a Notary Public in and for said state, personally appeared Kathie Crouch, known to me to be the person whose name is subscribed to the within and 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.

Ellen A. Schild
Notary Public for Idaho
Residing at Boise
My Commission Expires: Jan. 22, 1996