

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

B & G FARMS, INC.

File number C 108725

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: December 28, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibe*

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**ARTICLES OF INCORPORATION
OF
B & G FARMS, INC.**

ARTICLE I.

NAME

The name of the corporation is B & G FARMS, INC..

ARTICLE II.

PRINCIPAL OFFICE

The principal office of the corporation is located at 3671 North 3800 East, Hansen, Idaho 83334. The registered agent of said corporation at the within and foregoing address is VICKI ANN BAXTER.

ARTICLE III.

DURATION

The corporation shall have perpetual existence.

ARTICLE IV.

PURPOSE

The purposes for which this corporation is organized shall be the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act as the same now exists, or as said act may hereafter be amended, including but not limited to the following:

- a) Purchasing, leasing or selling real estate;
- b) Purchasing, leasing, selling or trading farm machinery of every kind or description;
- c) Farming operations of every kind or description including custom farming.

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Articles of Incorporation

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ARTICLE V.

POWERS

The corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the Idaho Business Corporation Act of the State of Idaho under which this corporation is formed. In addition, the corporation shall have the following specific powers:

(a) To take, buy, exchange, lease, or otherwise acquire real property and any interest or right therein, and to hold, own, encumber, operate, control, maintain, manage, and develop such property and interests in any manner that may be necessary, useful, or advantageous for the purposes of this corporation;

(b) To receive, acquire, hold, and exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations or governments;

(c) To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms, or individuals, and either as principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above-mentioned objects, purposes, or powers.

ARTICLE VI.

CAPITAL STOCK

SECTION 1. The total number of shares of stock that the corporation shall have authority to issue shall be one thousand (1000); which shares shall be without par value.

SECTION 2. Voting rights of stockholders. Each holder of the Common Stock shall be entitled to one vote for each share of stock standing in his or her name on the books of the Corporation. At each election of Directors, each holder of the Common Stock shall have as many votes as the number of shares of Common Stock owned by him or her multiplied by the number of Directors to be elected by the holders of the Common Stock. These votes may be divided among the total number of directors to be elected by the holders of Common Stock, or distributed among any lesser number, in such proportion as the holder may desire.

SECTION 3. Stock shall be issued for such consideration as shall be fixed from time to time by the Board of Directors. In the absence of fraud, the judgment of the Directors as to the value of any property or services received in full or partial payment for shares shall be conclusive. When shares are issued upon payment of the consideration fixed by the Board of Directors, such shares shall be taken to be fully paid stock and shall be non-assessable.

SECTION 4. The capital stock authorized may be increased by a majority vote of its Stockholders at any regular Stockholders' meeting or at any special Stockholders' meeting

called for that purpose, by the adoption of an amendment to these articles.

ARTICLE VII.

INCORPORATORS

The name and post office addresses of the Incorporators are as follows:

Douglas Lloyd Gee	Joyce Arlene Gee
3681 North 3800 East	3681 North 3800 East
Hansen, Idaho 83334	Hansen, Idaho 83334
Howard LeRoy Baxter	Vicki Ann Baxter
3661A North 3800 East	3661A North 3800 East
Hansen, Idaho 83334	Hansen, Idaho 83334

ARTICLE VIII.

INITIAL DIRECTORS

The name and post office address of each of the initial Directors named by the Organizers or Incorporators to serve until the first election of the Directors are as follows:

Douglas Lloyd Gee	Joyce Arlene Gee
3681 North 3800 East	3681 North 3800 East
Hansen, Idaho 83334	Hansen, Idaho 83334
Howard LeRoy Baxter	Vicki Ann Baxter
3661A North 3800 East	3661A North 3800 East
Hansen, Idaho 83334	Hansen, Idaho 83334

ARTICLE IX.

MANAGEMENT

For the management of the business, and for the conduct of the affairs of the corporation, and for the further definition, limitation, and regulation of the powers of the corporation and its Directors and Stockholders, it is further provided:

Section 1. Size of Board. The number of Directors shall be as specified in the By-Laws of the corporation, and such number may from time to time be increased or decreased in such manner as prescribed by the By-Laws. In no event shall the number of Directors be less than three (3). Directors need not be Stockholders.

Section 2. Powers of Board. In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized and empowered:

(a) To make, alter, amend, and repeal the By-Laws, subject to the power of the Stockholders to alter or repeal the By-Laws made by the Board of Directors;

(b) To authorize and issue, without Stockholder consent, obligations of the Corporation, secured and unsecured, under such terms and conditions as the Board, in its sole discretion may determine, and to pledge or mortgage, as security therefor, any real or personal property of the Corporation, including after-acquired property;

(c) To determine whether any and, if so, what part, of the earned surplus of the Corporation shall be paid in dividends to the Stockholders, and to direct and determine other use and disposition of any such earned surplus;

(d) To fix, from time to time, the amount of the profits of the Corporation to be reserved as working capital or for any other lawful purpose;

(e) To establish bonus, profit-sharing, stock option, or other types of incentive compensation plans for the employees, including Officers and Directors of the Corporation, and to fix the amount of profits to be shared or distributed, and to determine the persons to participate in any such plans and the amount of their respective participations;

(f) To designate, by resolution or resolutions passed by a majority of the whole Board, one or more committees, each consisting of two or more Directors, which, to the extent permitted by law and authorized by the resolution or the By-Laws, shall have and may exercise the powers of the Board;

(g) To provide for the reasonable compensation of its own members by By-Law, and to fix the terms and conditions upon which such compensation will be paid;

(h) In addition to the powers and authority hereinbefore, or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject nevertheless to the provisions of the laws of the State of Idaho, of these Articles of Incorporation, and of the By-Laws of the Corporation.

SECTION 3. Interested Directors. No contract or transaction between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the Director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such

corporation, firm, association, or legal entity, or because the interested Director was present at the meeting of the Board of Directors which acted upon, or in reference to, such contract or transaction, or because he participated in such action; provided that the interest of each such Director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested Director or Directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interested Director or Directors is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the Director's or Directors' interest, be submitted for the approval or ratification of the Stockholders.

ARTICLE X.

AMENDMENT OF ARTICLES

The provisions of these Articles of Incorporation may be amended, altered or repealed from time to time to the extent and in the manner prescribed by the laws of the State of Idaho, and additional provisions authorized by such laws as are then in force may be added. All rights herein conferred on the Directors, Officers and Stockholders are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunto set our hands
this 21st day of December, 1994.

Douglas Lloyd Gee
Douglas Lloyd Gee

Joyce Arlene Gee
Joyce Arlene Gee

Howard LeRoy Baxter
Howard LeRoy Baxter

Vicki Ann Baxter
Vicki Ann Baxter