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SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION**  
**OF**  
**THE GRAND TETON COFFEE COMPANY**

IDAHO SECRETARY OF STATE  
03/05/1998 09:00  
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**KNOW ALL MEN BY THESE PRESENTS:**

That I, the undersigned, being a natural person of legal age and acting as the incorporator under the provisions of the Idaho General Business Corporations Act, do hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of this Corporation shall be:  
**The Grand Teton Coffee Company**

FILED

**ARTICLE II**

**PURPOSE AND POWERS**

**Section 1. Purposes.** Without in any way limiting the powers granted by the laws of the State of Idaho, the purposes for which this corporation is formed are as followed:

- 1.1 To engage in the ownership, operation, management, organization, or direction of one or more wholesale coffee sales businesses; to conduct the aforesaid business and all of its branches, and to do such other things as are incidental, proper and necessary in the operation of the business; and in carrying out any or all described purposes, to design, manufacture, assemble, buy, sell, import, export, display, distribute, rent, repair, maintain, equip, operate, use, or otherwise deal in and with, at wholesale and at retail, and as principal, agent, backer, broker, commission merchant, or in any other lawful capacity.
- 1.2 In addition thereto, the corporation is formed to engage in any other business or trade which, in the opinion of the directors of the Company, may be advantageously carried on in connection with or auxiliary to the primary business, and to do all things as are incidental or conducive to the above objects

or any of them.

- 1.3 To engage in activities that are necessary, suitable, or convenient for the accomplishment of the above mentioned purposes or which are incidental thereto, or connected therewith.
- 1.4 To conduct its business and carry out the above purposes in any state, territory, district, or possession of the United States of America, or any foreign country to the extent not forbidden by law.

**Section 2. Powers:** Pursuant to the general purposes of the corporation, the corporation is hereby authorized and empowered to do any act or carry on any business in the State of Idaho authorized by the corporation and the State of Idaho as necessary to compliment and augment the general purposes of the corporation, including, but not limited to:

- 2.1 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.
- 2.2 To do and perform any and all lawful business for which corporations may be incorporated for business under the Idaho Business Corporations Act.

### **ARTICLE III**

#### **Existence**

This corporation shall have perpetual existence.

### **ARTICLE IV**

#### **Stock**

**Section 1. Description of Classes or Shares:** There shall be one class of shares, all of which shall be common shares.

**Section 2. Number of Shares:** The arrogate number of shares which this corporation

shall have authority to issue is One Thousand (1000), shares with a par value of zero dollars per share for an aggregate par value of zero (\$0.00), dollars.

**Section 3. Voting Rights:** Each share shall have equal voting powers; each share entitling the holder to one (1) vote.

**Section 4. Nonassessable:** No shares shall be issued until the same are fully paid for, and when fully paid for the same shall be nonassessable. There shall be stated on each stock certificate in print the following: "The shares represented by this certificate are fully paid for and nonassessable."

**Section 5. Internal Revenue Code Section 1244:** All stock issued shall be considered "Section 1244 Stock" as is defined under Internal Revenue Code Section 1244. Any individual or partnership receiving such stock shall be entitled to any benefits as explained in that Internal Revenue Code Section 1244.

## **ARTICLE V**

### **Registered Agent and Office**

The name of the registered agent and the location of the registered office of the corporation are:

**Rhydonna L. Knight, 22 North 3167 East, Idaho Falls, Idaho 83402**

## **ARTICLE VI**

### **Incorporation**

The name and address of the incorporator is as follows:

**Rhydonna L. Knight, 22 North 3167 East, Idaho Falls, Idaho 83402**

## **ARTICLE VII**

The name and post office address of the initial director named by the incorporator to serve until the first election of the directors shall be as follows:

**Rhydonna L. Knight, 22 North 3167 East, Idaho Falls, Idaho 83402**

### **ARTICLE VIII**

The corporation reserves the right to amend, add to, or repeal any provision contained in the Articles of Incorporation and the provision set forth in the By-laws.

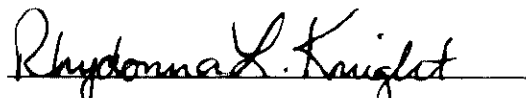
### **ARTICLE IX**

In the furtherance and not in limitations of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to frame and adopt By-laws for the corporation as are not inconsistent with the laws of the State of Idaho or these Articles of Incorporation. Any By-law or By-laws so adopted by the Board of Directors may be amended or repealed by a vote of holders of record of a majority of the corporation's stock at any regular shareholders's meeting or any special shareholder's meeting called for that purpose.

### **ARTICLE X**

This corporation may be dissolved prior to the time fixed in these Articles of Incorporation, by an affirmative vote of stockholders with fifty-one per cent (51%), of its voting stock at a meeting of the stockholders called for that purpose in the manner, not inconsistent with law, set forth in the By-laws. In the event of such dissolution, the affairs of the corporation shall be wound up in a manner provided by Idaho law.

DATED this 13<sup>th</sup> day of February 1998

  
Incorporator