

Department of State.

CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP

~~XXXXXXXXXXXXXXXXXXXX~~

I, **ARNOLD WILLIAMS**, 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
ORCHARD PET SUPPLY, INC.

was filed in the office of the Secretary of State on the **Twenty-fifth** day
November **Sixty-six**
~~will be~~ A.D. One Thousand Nine Hundred and
~~XXXXXXXXXXXX~~ **Microfilm**
duly recorded on Film No. 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~~

Boise from the date hereof, with its registered office in this State located at
Ada
in the County of

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 **25th** day of **November**,
66
A.D., 19

Secretary of State.

ARTICLES OF INCORPORATION
OF
ORCHARD PET SUPPLY, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, JOHN M. JORGENSEN, ROSALEE A. JORGENSEN, and K. C. CHASE, being persons of full age, residents of the State of Idaho, and Citizens of the United States, desiring to form a General Business Corporation under and by virtue of the provisions of Chapter I of Title 30 of the Idaho Code, and we do hereby certify, declare and ^dadopt the following Articles of Incorporation:

I

The name of the Corporation is Orchard Pet Supply, Inc.

II

The nature, objects and purposes of this Corporate shall be to do any and all things hereafter set forth to the same extent as natural persons might or could do in any part of the world, namely:

(a) To buy, sell, trade, manufacture, deal in, and deal with goods, wares, and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, importers, and exporters; to acquire all such merchandise, supplies, materials, and all other articles as shall be necessary or incidental to such business.

(b) To manage, lease, purchase or otherwise acquire and to hold, own, to sell or dispose of real estate, and do such things in connection therewith as shall be convenient, necessary or required by this Corporation in conducting its business and at such places as the Board of Directors may determine.

(c) To borrow money for its corporate purposes, and to make, ✓

accept, endorse, execute, and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time, for the purposes of purchasing property, or for any other purpose in or about the business of the corporation, and if deemed proper, to secure the payment of any such obligations by mortgage, pledge, deed, trust or otherwise.

(d) To acquire, and take over as a concern and thereafter to carry on the business of any person, firm or corporation in any business which this corporation is authorized to carry on, and in connection therewith to acquire the good will and all or any of the assets, and to assume or otherwise provide for all or any of the liabilities of any such business.

(e) To sell, improve, manage, develop, lease, mortgage, dispose of or otherwise turn to account or deal with all or any part of the property of the Corporation.

(f) To carry on business at any place or places within the jurisdiction of the United States, and in any and all foreign countries, and to purchase, hold, mortgage, convey, lease, or otherwise dispose of, and deal with real and personal property at any such place or places.

(g) To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the business of the Corporation or business of a similar nature, with any person, firm, corporation, private, public or municipal, body politic or under the government of the United States, or any state, territory or colony thereof or any foreign government, so far as and to the extent that the same may be done and performed by corporations organized under the General Corporation Law.

(h) 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 furtherance of any of the powers, hereinbefore set forth, either alone or in connection with other corporations, firms or individuals and either as principals, or agents and to do every other act or acts, thing or things, incidentally, or appurtenant to or growing out of or connected with the aforesaid objects, purposes or powers of any of them.

(i) The foregoing enumeration of specific powers of the corporation shall not be deemed to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Idaho, upon corporations organized under the provisions of Chapter I of Title 30, Idaho Code.

III

This Corporation shall have a total authorized capital of Ten Thousand and no/100 Dollars, divided into 100 shares at the par value of One Hundred and no/100 Dollars per share.

IV

Each of the stockholders of record shall be entitled at all meetings of the corporation and any other matters requiring a vote, to one vote for each share of stock standing in his name upon the books of the corporation. In voting for directors or officers the stock may be voted cumulatively.

V

The office of the corporation shall be located at 712 Orchard St., Boise, Idaho.

VI .

The duration of the corporation shall be perpetual.

VII

The number of directors is to be not less than three or more than seven in number. The directors need not be stockholders.

VIII

The names and post office addresses of each subscribed and the number of shares each agrees to take are as follows:

| NAME | POST OFFICE ADDRESSES | SHARES |
|----------------------|-------------------------------|----------|
| JOHN M. JORGENSEN + | 1206½ S. Owyhee, Boise, Idaho | <u>1</u> |
| ROSALEE A. JORGENSEN | 1206½ S. Owyhee, Boise, Idaho | <u>1</u> |
| K. C. CHASE | 1015 Scott St., Boise, Idaho | <u>1</u> |

IX

No contract or other transaction of the corporation with any other person, firm or corporation or in which this corporation is interested shall be affected or invalidated by the fact that any director, individually or jointly with other, may be a party to or may be interested in any such contract or transaction, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the corporation for the benefit of himself or any firm, or corporation in which he may be in any other way interested.

X

The shares of stock shall not be transferred in any manner whatsoever unless the holder thereof first offers them to the Corporation at par value.

IN WITNESS WHEREOF, We have hereunto made, signed, and acknowledged these Articles of Incorporation this 23rd day of

November, 1966.

Keechaw

1025 Scott, Boise, Idaho

John Jorgensen

1206 1/2 S. Owyhee

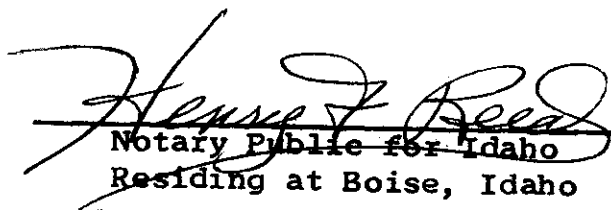
Frank A. Jorgensen

1206 1/2 S. Owyhee

STATE OF IDAHO)
)ss
County of Ada)

On this 23rd day of November, 1966, before me, the undersigned, a Notary Public in and for said State, personally appeared JOHN M. JORGENSEN, ROSALEE A. JORGENSEN, and K. C. CHASE, known to me to be the persons described in and who executed the foregoing Articles of Incorporation and they severally acknowledged to me that they executed the same.

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


Notary Public for Idaho
Residing at Boise, Idaho