

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

PANINI, 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 27, 1990



*Pete T. Cenarrusa*  
\_\_\_\_\_  
SECRETARY OF STATE

by: \_\_\_\_\_

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ARTICLES OF INCORPORATION  
OF  
PANINI, INC.

LORI A. SVOBODA, being over the age of eighteen (18) years, for the purpose of forming a corporation under the provisions of the Idaho Business Corporation Act adopts these Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be:

PANINI, INC.

ARTICLE II

Duration

The duration of this corporation shall be perpetual.

ARTICLE III

Purposes and Powers

The purposes for which this corporation is organized and its powers are:

To carry on any lawful business for which corporations may be incorporated under the laws of the State of Idaho pursuant to which this corporation is formed, and which this corporation may deem proper or convenient, or which may be calculated to promote, directly or indirectly, the interests of this corporation or to enhance the value of its property or business, even though such business may not be included in the purposes and powers expressed; and to exercise all of the powers conferred by the laws of the State of Idaho pursuant to which this corporation is formed, as such laws are now in effect or at any time in the future may be amended.

#### ARTICLE IV

##### Authorized Shares

The total number of shares of common stock which this corporation shall have the authority to issue is 100,000 shares, \$1.00 par value per share. There shall be no other classes of stock authorized.

#### ARTICLE V

##### No Preemptive Rights

The owners of shares of common or preferred stock of this corporation shall not be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues of stock or securities convertible into stock of any class whatsoever, whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends or otherwise.

#### ARTICLE VI

##### Noncumulative Voting

Each shareholder entitled to vote at any election of directors shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, but no shareholder shall be entitled to cumulate his votes at any election of directors.

#### ARTICLE VII

##### Bylaws

The Board of Directors shall have full power to adopt, alter, amend or repeal the bylaws or adopt new bylaws, subject to repeal or change by action of the shareholders. Nothing herein shall deny the concurrent power of the shareholders to alter, amend or repeal the bylaws or adopt new bylaws.

## ARTICLE VIII

### Amendment of Articles

This corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of this corporation are granted subject to this reservation.

## ARTICLE IX

### Transactions with Interested Parties

This corporation may enter into contracts and otherwise transact business as vendor, purchaser or otherwise, with its directors, officers and shareholders and with corporations, associations, firms and entities in which they are or may be or become interested as directors, officers, shareholders, members or otherwise, as freely as though such adverse interests did not exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the corporation upon such contracts or transactions; and in the absence of fraud, no such contract or transaction shall be voided and no such director, officer or shareholder shall be held liable to account to the corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of the corporation (but not in the case of shareholders who are not directors or officers), the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be disclosed or known to the board of directors of this corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such director or

officer with respect to all contracts and transactions with that corporation.

#### ARTICLE X

##### Director Liability

No director of this corporation shall be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, this provision shall not eliminate the liability of a director for any breach of the director's duty of loyalty to the corporation or its shareholders, nor for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, nor for liability under Section 20-1-48 of the Idaho Code.

#### ARTICLE XI

##### Indemnification

To the fullest extent now or hereafter provided by applicable law, any person may, and directors and officers shall, be indemnified or reimbursed by the corporation for reasonable expenses (including attorneys' fees) actually incurred in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative to which he shall be made a party or threatened to be made a party by reason of his being or having been a director, officer, employee or agent of the corporation or of any firm, corporation, employee benefit plan or other organization which he served in any such capacity at the request of the corporation. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such person, his heirs, executors or administrators may be entitled as a matter of law. Those persons indemnified hereunder shall be deemed to include the heirs, legal representatives, executors and administrators of such persons. The corporation may, upon the affirmative vote of a majority of its board of directors, purchase insurance for the

purpose of indemnifying its directors, officers, other employees and agents. Such insurance may, but need not, be for the benefit of all directors, officers, employees and agents.

#### ARTICLE XII

##### Registered Office and Registered Agent

The registered office of the corporation shall be at 816 Sherman Avenue, Coeur d'Alene, Idaho 83814. The registered agent of the corporation shall be Edward J. Anson, whose business address is 816 Sherman Avenue, Coeur d'Alene, Idaho 83814.

#### ARTICLE XIII

##### Directors

The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the directors shall be prescribed in the bylaws, but the initial board of directors shall number one (1), who shall serve until the first meeting of the shareholders and until her successor is elected and qualified. The name and post office address of the initial director is:

<u>Name</u>	<u>Address</u>
Lori A. Svoboda	4606 South Tampa Drive Spokane, Washington 99223

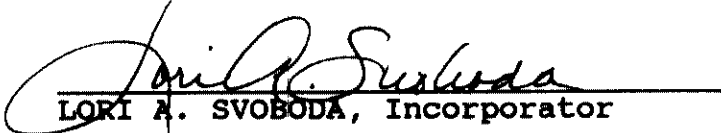
#### ARTICLE XIV

##### Incorporator

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Lori A. Svoboda	4606 South Tampa Drive Spokane, Washington 99223

IN WITNESS WHEREOF, the incorporator has signed these Articles  
of Incorporation in duplicate this 24th day of September, 1990.

  
LORI A. SVOBODA, Incorporator