

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

CHOP 'N' BLOCK SAUSAGE & MEATS, INC.

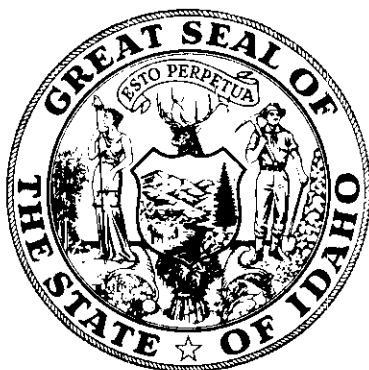
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

CHOP 'N' BLOCK SAUSAGE & MEATS, INC.,

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: July 19, 1982



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

CHOP 'N' BLOCK SAUSAGE & MEATS, INC.

JUL 19 3 14 PM '82
SECRETARY OF STATE

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE ONE.

Name: The name of the corporation is

CHOP 'N' BLOCK SAUSAGE & MEATS, INC.

ARTICLE TWO.

Purposes: The purpose of the corporation is to engage in any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE THREE.

Duration: The period of duration of the corporation is perpetual.

ARTICLE FOUR.

Registered Office and Registered Agent: The address of the corporation's initial office in the State of Idaho is 5505 North Park, City of Coeur d'Alene, County of Kootenai, 83814. The name of the corporation's initial registered agent is BRIAN L. REED whose address is 1945 8th Street, Coeur d'Alene, Idaho 83814.

ARTICLE FIVE.

Stock: The total authorized number of par value shares of stock is TWENTY-FIVE THOUSAND (25,000). The aggregate par value of the total authorized number of par value shares is TWENTY-FIVE THOUSAND DOLLARS (\$25,000.00) based upon a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE SIX.

Preemptive right of existing stockholders:

- A. If the corporation, through its stockholders, authorizes the issue, by sale or exchange, of its capital stock for money or other consideration, each existing stockholder shall have a prior right to purchase on equal terms a proportionate share of the stock to be issued; provided, that this section shall not limit the right of the corporation acting through the Board of Directors to declare a stock dividend as provided by law.
- B. The phrase "existing stockholder" describes a stockholder holding one or more shares of the common stock of the corporation registered in his name in the stock journal of the corporation at the time the stockholders authorize an issue of stock.
- C. An existing stockholder's proportionate share shall be determined by the ratio that his shares bear to the total shares issued and outstanding. The total of shares issued and outstanding shall not include treasury stock. The number of shares held by an existing stockholder and the total of shares issued and outstanding, shall be determined as of the time the stockholders authorize the issue of stock.
- D. Upon the authorization of an issue of capital stock, the Secretary shall mail to each existing stockholder by ordinary mail, postage prepaid, a notice which shall set forth:
 - (i) The total amount of stock to be issued;
 - (ii) The price per share of the stock to be issued, and
 - (iii) Each existing stockholder's proportionate share and the number of shares to be issued to which each may subscribe.

- E. The preemptive rights of existing stockholders shall be exercised not later than two months after the corporation has authorized such an issue of its capital stock.
- F. The corporation, through its stockholders, by resolution of a majority of the stockholders voting, may, with respect to such preemptive rights of existing stockholders, require that the existing stockholders exercise their preemptive rights by purchasing whole, not fractional, shares of stock.

ARTICLE SEVEN

Restriction On The Alienation Of Stock:

A. Except as otherwise provided, a stockholder who desires to sell or transfer his shares of stock must first offer them for sale to the corporation, and then to the existing shareholders on a pro rata basis it being the intention hereof to give first the corporation and then the existing shareholders a preference in the purchase of them, and any attempted sale in violation of this section is null and void.

B. A stockholder desiring to sell or transfer his stock to any person other than the corporation shall file notice in writing of his intention with the Secretary of the corporation, stating the identity of the proposed purchaser or transferee and the terms of sale or transfer. Unless his terms are accepted by the corporation within 45 days thereafter, except as hereinafter noted, the corporation shall be deemed to have waived its privilege of purchasing and he shall be at liberty to sell to the existing shareholders, who wish to exercise their preference on a pro rata basis. The corporation shall give notice by registered or certified mail to existing shareholders who must indicate their intent to purchase to the corporation in writing within 20 days. Unless his terms are accepted by said existing shareholders within 20 days, he shall be at liberty to sell to the named purchaser.

If the corporation believes that the terms of the sale are unreasonable, then the President and Secretary or the Board of Directors of the corporation shall within twenty (20) days after delivery of such notice select an appraiser and give written notice of his name and residence address to the person desirous of making such sale, or transfer and said person shall also appoint an appraiser and notify the corporation of his name and address within twenty (20) days; the two appraisers so selected shall within twenty (20) days after the giving of the last named notice select a third appraiser ; and they shall at once notify both parties in writing of the name and residence address of the third appriaser.

If the two appraisers so selected shall not within twenty (20) days select a third appraiser, either party may apply on ten (10) days' written notice to the other, to any judge of any court of general jurisdiction of the appointment of such third appraiser.

The three appraisers so selected shall within twenty (20) days after the selection of the third appraiser appraise such share or shares proposed to be sold, transferred, or foreclosed and the majority of them shall determine their value as of the time of such appraisal and shall forthwith give written notice of their determination to both parties.

The appraisal shall take place at the general administrative office of the corporation and the appraisers shall notify both parties in writing of the time when the appraisal will be made; each party shall pay the expenses and fees of the appraiser selected by him or it and one-half of the expenses and fees of the third appraiser.

The Board of Directors shall have the option, for twenty (20) days after receipt by the corporation of written notice of the determination of the appraisers, of purchasing the share or shares for the corporation at the appraised value. Payment for any such share or shares may be made by the board by depositing the appraised value to the credit of such shareholder, executor, administrator, grantee, assignee, or pledgee, as the case may be, in any bank in trust, to be paid to such person by the bank on the surrender of the certificate or certificates for the share or shares of stock properly indorsed; the board shall give written notice of such deposit to the seller.

ARTICLE EIGHT

Board of Directors: The business of the corporation shall be managed and conducted by a board of not less than two (2) and not more than five (5) directors. The board of directors shall be elected in the manner set forth in the bylaws.

ARTICLE NINE

Directors: The number of directors constituting the initial board of directors is two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS I. BIONDO	3313 Pine Hill Drive Coeur d'Alene, Id. 83814
BRIAN L. REED	1945 8th Street Coeur d'Alene, Id. 83814

ARTICLE TEN

Incorporator: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS I. BIONDO	3313 Pine Hill Drive Coeur d'Alene, Id. 83814

ARTICLE ELEVEN

Authority to Issue Corporate Obligations: The board of directors shall have authority to issue bonds, debentures, or other obligations of the corporation, from time to time, for any of the objects or purposes of the corporation, and to secure them by mortgage, deed of trust, or pledge of any or all of the real

and personal property, rights, privileges, and franchises of the corporation wheresoever situated, acquired, and to be acquired, and to sell or otherwise dispose of any or all of such obligations in any manner and on such terms as the board of directors may deem proper.

ARTICLE TWELVE

Quorum and Voting Requirements for Shareholders Meeting: A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the share represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE THIRTEEN

Number of Voters Required to Constitute an Act of the Board:
A majority of the directors elected shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

ARTICLE FOURTEEN

Bylaws - Adoption: 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 to frame and adopt any such bylaws for the corporation as are not inconsistent with the laws of the State of Idaho or these Articles of Incorporation.

ARTICLE FIFTEEN

Bylaws - Amendment: All bylaws of the company shall be subject to alteration or repeal, and new bylaws may be made, either by the affirmative vote of the holders of record of a majority of the outstanding stock of the company entitled

to vote in respect thereof, given at any annual meeting or at any special meeting, provided notice of the proposed alteration or repeal or of the proposed new bylaws be included in the notice of such meeting, or by the affirmative vote of a majority of the whole board of directors given at a special meeting of the board of directors called for the purpose, provided notice of the proposed alteration or repeal or of the proposed new bylaws be included in the notice of such meeting.

ARTICLE SEVENTEEN

Sale of Corporation's Assets: The corporation shall not sell, lease, convey, exchange, transfer, or otherwise dispose of all or substantially all of its property and assets without authorization by a resolution adopted by a majority of the members of the board of directors and by a vote or written consent of a majority of the outstanding shares.

IN WITNESS WHEREOF, the party hereto has executed these Articles of Incorporation in triplicate on this 16 day of July, 1982.

Thomas I. Biondo
THOMAS I. BIONDO

STATE OF IDAHO)
) ss
County of Kootenai)

On this 16th day of July, 1982, before me, the undersigned Notary Public, personally appeared THOMAS I. BIONDO, known to me to be the person whose name is subscribed to the 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.

Jeanne Poquette
NOTARY PUBLIC FOR IDAHO
Residing at: Coeur d'Alene
My bond expires: life term