

FILED EFFECTIVE

Articles of Incorporation

15 JUL -2 PM 1:27
SECRETARY OF STATE
STATE OF IDAHO

of

Rainy Day Foods, Inc.

An Idaho Corporation

The undersigned natural persons of the age of eighteen (18) years or more and acting as incorporators under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I **Corporate Name**

The name of this corporation is: ***Rainy Day Foods, Inc.***

ARTICLE II **Time of Duration**

The duration of this corporation is perpetual unless terminated as provided by law.

ARTICLE III **Purpose**

The purpose for which this corporation is organized is to engage in all lawful business activities relating to the production, manufacturing, and sale of food products. This corporation may own real and personal property necessary or appropriate for accomplishing its purposes and may invest its funds in real estate, mortgages, stocks, bonds and any other type of investments. The corporation may also engage in any lawful activities it deems necessary to fulfill its purpose.

IDAHO SECRETARY OF STATE
07/02/2015 05:00
CK:2986 CT:82151 BH:1482435
1@ 100.00 = 100.00 CORP #2

C200447

ARTICLE IV
Capital Stock

The aggregate number of shares which the corporation shall have authority to issue is Fifty Thousand (50,000) shares of common voting stock, each of which shall have no par value.

ARTICLE V
Initial Office and Agent

The post office address of the initial registered office of the corporation is: **P.O. Box 307, 135 North 10th Street, Montpelier, Idaho 83254**, and the name and title of its initial registered agent at such address is: **Greg Kunz**.

ARTICLE VI
Shareholders

The names and addresses of the original shareholders of the corporation are:

NAMEADDRESS

LaMar Clements
5740 North 7000 West
Cache Junction, UT 84304

Greg Kunz
P.O Box 307
135 North 10th Street
Montpelier, ID 83254

Mark Clements
5740 North 7000 West
Cache Junction, UT 84304

ARTICLE VII
Initial Directors

The number of directors constituting the initial Board of Directors of the corporation is five (5) and the name and address of the person who is to serve as Director until the first annual meeting of shareholders or until their successors are elected and qualified, is:

LaMar Clements
5740 North 7000 West
Cache Junction, UT 84304

Greg Kunz
P.O Box 307
135 North 10th Street
Montpelier, ID 83254

Mark Clements
5740 North 7000 West
Cache Junction, UT 84304

ARTICLE VIII
Incorporators

The name and address of each incorporator is:

NAMEADDRESS

LaMar Clements
5740 North 7000 West
Cache Junction, UT 84304

Greg Kunz
P.O Box 307
135 North 10th Street
Montpelier, ID 83254

Mark Clements
5740 North 7000 West
Cache Junction, UT 84304

ARTICLE IX
Officers

Officers of this corporation shall include a president, vice president, and a secretary/treasurer.

The names and residence addresses of all of the original officers of the corporation are:

NAME ADDRESS OFFICE

LaMar Clements - *President*
5740 North 7000 West
Cache Junction, UT 84304

Greg Kunz - *Vice President*
P.O Box 307
135 North 10th Street
Montpelier, ID 83254

Mark Clements - *Secretary/Treasurer*
5740 North 7000 West
Cache Junction, UT 84304

ARTICLE X
Indemnification of Officers and Directors

This corporation shall have power to indemnify and hold harmless each of the officers and directors as permitted by law and pursuant to the procedures and requirements of the "Idaho Business Corporation Act."

ARTICLE XI
Officers, Directors, and Stockholders Contracts

Any contract or other transaction between this corporation and any other corporation shall be permitted regardless of the fact that an officer, director, or stockholder of this corporation is financially interested in, or is an officer, director or stockholder of such other corporation. Any officer, director, or stockholder individually

or with others, may be a party to, or may be interested in, any transaction of this corporation or any transaction in which this corporation is interested. No contract, act or other transaction of this corporation with any person, firm or corporation shall be affected by the fact that any officer, director, or stockholder of this corporation (a) is a party to, or is interested in, such contract, act or transaction, or (b) is in some way connected with such person, firm or corporation. Each person who is now or may become an officer, director, or stockholder of this corporation is hereby relieved from any liability that might otherwise obtain in the event such officer, director, or stockholder contracts with the corporation for the benefit of himself or any firm, association or corporation in which he may be interested in any way, provided said officer, director, or stockholder acts in good faith.

ARTICLE XII

Bylaws

A majority of the directors may adopt bylaws for the corporation which are not inconsistent with these Articles or the laws of the State of Idaho, and may from time to time amend and repeal any such bylaw.

ARTICLE XIII

Restricted Shares

The shares of the corporation are restricted by a buy sell agreement. The corporation was created pursuant to a corporate restructuring (spin-off) of Walton Feed, Inc., an Idaho corporation. All shares which are issued pursuant to the Plan of Reorganization shall be subject to the same restrictions as the Walton Feed, Inc., shares and the Walton Feed Inc., shareholders' agreement-buy/sale agreement currently in effect. All shares of this corporation shall bear a notation substantially similar to the following:

The shares are restricted and are subject to the terms and conditions of the Walton Feed, Inc., buy-sell agreement in effect as of June 1, 2015.

ARTICLE XIV
Amendment of Articles

These Articles may be amended in any manner and by the method provided in the Idaho Business Corporation Act.

LaMar Clements

[Signature of LaMar Clements]

Mark Clements

[Signature of Mark Clements]

[Signature of Greg Kunz]

Greg Kunz

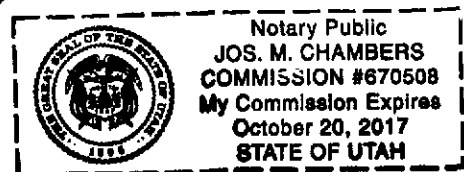
STATE OF UTAH)
 :SS.
County of Cache)

I, the undersigned notary public, hereby certify that on the 18th day of June, 2015, personally appeared before me LaMar Clements, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing instrument as incorporator and that the statements therein contained are true.

June, 2015 IN WITNESS WHEREOF, I have hereunto set my hand and seal the 18th day of

[Signature of Notary Public]

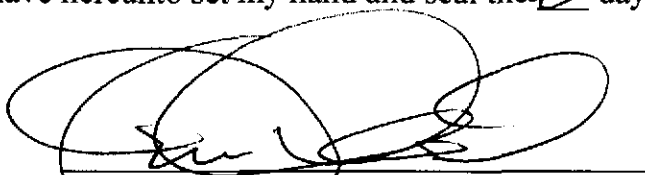
Notary Public



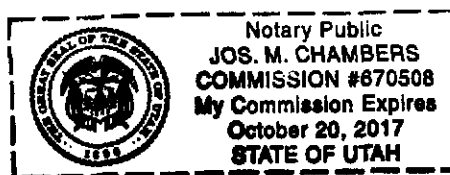
STATE OF UTAH)
 :SS.
County of Cache)

I, the undersigned notary public, hereby certify that on the 18th day of June, 2015, personally appeared before me Mark Clements, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing instrument as incorporator and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the 18th day of June, 2015



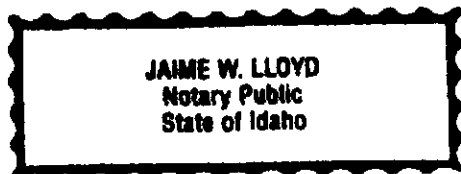
Notary Public

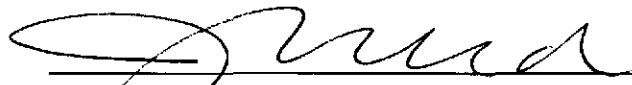


STATE OF IDAHO)
 :SS.
County of Bear Lake)

I, the undersigned notary public, hereby certify that on the 24 day of June 2015, personally appeared before me Greg Kunz, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing instrument as incorporator and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the 24 day of June, 2015

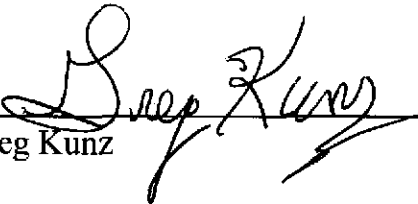




Notary Public

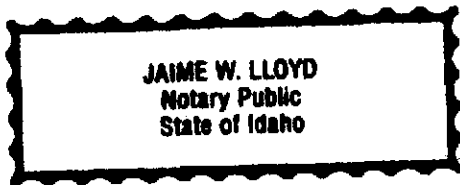
ACCEPTANCE AND VERIFICATION OF REGISTERED AGENT

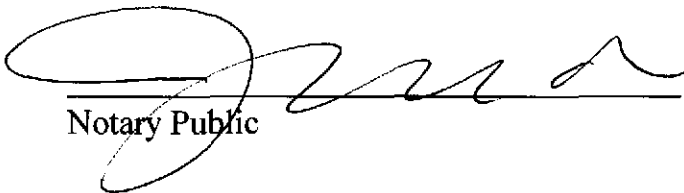
Greg Kunz, as the appointed Registered Agent for Rainy Day Foods, Inc., does hereby accept the appointment of Registered Agent for said Corporation.



Greg Kunz

SUBSCRIBED AND SWORN TO before me this 24 day of June, 2015.





Notary Public