

# State of Idaho

## Department of State

### CERTIFICATE OF AMENDMENT OF

MR. C'S FOOD CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of MR. C'S FOOD CORPORATION duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

September 17, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Ray J. Clark*

ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION

We, the President and Secretary of Mr. C's Food Corporation, an Idaho corporation (the "Corporation"), pursuant to the provisions of the Idaho Business Corporation Act (the "Act") and in order to amend the Corporation's Articles of Incorporation, do hereby certify as follows:

1. The name of the Corporation is "Mr. C's Food Corporation."

2. Amendments.

2.1 Subsection (B)(4) of Articles Fifth of the Articles of Incorporation of the Corporation shall be amended in its entirety to read as follows:

"4. Dividends - Preferred Stock. Until such time as the corporation has redeemed the number of shares of Preferred Stock after which the number of shares of unredeemed Preferred Stock issued and outstanding is equal to 25% of the total number of outstanding shares of Common Stock and Preferred Stock, the holders of the Preferred Stock shall be entitled to receive, within sixty (60) days following the end of the 1995 fiscal year or the first fiscal year in which Preferred Stock is redeemed pursuant to Section 5 of this Article and contemporaneously with each mandatory redemption thereafter as described herein, to the extent permitted by law, a dividend with respect to the Preferred Stock in an amount equal to the product of the accumulated capital surplus of the corporation divided by the total number of outstanding shares of Common Stock and Preferred Stock, multiplied by the number of outstanding shares of Preferred Stock to be redeemed for the preceding fiscal year pursuant to Section 5 of this Article."

2.2 Subsection (B)(5) of Article Fifth of the Articles of Incorporation of the Corporation shall be amended in its entirety to read as follows:

"5. Mandatory Redemption. Within sixty (60) days following the end of the Corporation's 1995 fiscal year and continuing not later than sixty (60) days following the end of the Corporation's 1996, 1997 and 1998 fiscal years, the Corporation shall, to the extent permitted by applicable law, redeem from the

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holders of the Preferred Stock the number of shares of such Preferred Stock shown in the table below at a price equal to the par value per share, plus any accrued but unpaid dividends:

<u>Fiscal Year</u>	<u>Number of Preferred Shares to be Redeemed</u>
1995	78
1996	78
1997	79
1998	79"

2.3 Subsection (B)(7) of Article Fifth of the Articles of Incorporation of the Corporation shall be amended in its entirety to read as follows:

"7. Restrictions on Redemption. Notwithstanding anything herein to the contrary, there shall be no redemption of the Preferred Stock for any fiscal year unless the dividend provided by Section 4 of this Article has been declared and paid, and all indebtedness of the Corporation owed to the holders of the Preferred Stock and the affiliates or subsidiaries of such holders is current in accordance with the terms of such indebtedness, and the Corporation is not in default under the terms of any agreement with the holders of the Preferred Stock or the affiliates and subsidiaries of such holders."

2.4 Subsection (B)(8) of Article Fifth of the Articles of Incorporation of the Corporation shall be amended in its entirety to read as follows:

"8. Dividends - Common Stock. No dividends shall be declared or paid with respect to the Common Stock until the outstanding shares of the Preferred Stock have been redeemed to the full extent allowed by the provisions of this Article, except as otherwise required to avoid excess earnings penalties provided in the Internal Revenue Code of 1986, as amended. After the outstanding shares of Preferred Stock have been redeemed to the full extent allowed by the provisions of this Article, or in the event a dividend to the holders of the Common Stock is required to avoid excess earnings penalties provided in the Internal

Revenue Code of 1986, as amended, the holders of the Common Stock shall be entitled to receive at the end of each and every fiscal year of the Corporation, to the extent permitted by law, a dividend with respect to the Common Stock in an amount determined by the board of directors. Provided, however, in no event shall a dividend be declared and paid to the holders of the Common Stock unless a proportionate amount of the aggregate dividend to be declared and paid has also been declared and paid to the holders of the Preferred Stock (ex. If the outstanding shares of Preferred Stock represent 25% of the total outstanding shares of the Corporation, the holders of the Preferred Stock shall be entitled to receive 25% of the aggregate dividend to be declared and paid)."

2.5 Subsection (B)(9) of Article Fifth of the Articles of Incorporation of the Corporation shall be amended in its entirety to read as follows:

"9. Liquidation and Dissolution. In the event of the dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, the holders of Capital Stock of the Corporation shall be paid out of the assets of the Corporation available for distribution to its shareholders in the following order of priority:

(a) First, to the holders of the Preferred Stock an amount equal to all accumulated but unpaid dividends, if any, thereon, without interest.

(b) Second, to the holders of the Preferred Stock an amount equal to the par value per share; provided, however, in the event that the assets of the Corporation available for distribution to its shareholders are insufficient to permit the payment in full to the holders of the Preferred Stock, then the entire assets of the Corporation available for distribution to its shareholders shall be distributed to the holders of the Preferred Stock.

(c) Third, the remaining assets of the Corporation available for distribution to its shareholders shall be distributed pro rata among and paid to the holders of the Common Stock.

3. These amendments to the Corporation's Articles of Incorporation (the "Amendments") were adopted by the shareholders of the Corporation on 11 September, 1992.

4. There are 500 shares of Common Stock outstanding and 192 shares of Preferred Stock outstanding, all of which were entitled to vote on the Amendments. The holders of the Common Stock and Preferred Stock are entitled to vote on the Amendments as separate classes.

5. The number of shares voted for and against the Amendments are set forth in the table below:

<u>Class of Stock</u>	<u>Number of Shares Voted for the Amendments</u>	<u>Number of Shares Voted Against the Amendments</u>
Common	500	0
Preferred	192	0

DATED this 11 day of Sept, 1992.

  
C. Bruce Coburn, President

  
Francis J. Brewer, Secretary

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