

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

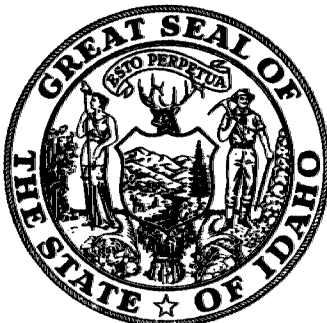
I.G.C., INC.

File number C 108325

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: November 17, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Louisa Harold*

RECEIVED
SEC. OF STATE

ARTICLES OF INCORPORATION OF

I.G.C., INC.

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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all citizens and residents of the United States of America, over the age of eighteen years, do by these presents, form a corporation, as hereinafter stated, pursuant to and under the laws of the State of Idaho, and do hereby execute and delivery these Articles of Incorporation for that purpose.

WE HEREBY SET FORTH, DECLARE AND CERTIFY:

ARTICLE I

NAME

This Corporation shall be known as "I.G.C., INC."

ARTICLE II

DURATION

The term and existence of this Corporation shall be perpetual.

ARTICLE III

OBJECTS AND PURPOSES

The objects and purposes for which this Corporation is formed are as follows:

(a) The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

(b) Without limiting the purposes for which this Corporation is formed, it shall include the administration and promotion of exclusive marketing rights to a hard ice cream serving system developed and manufactured by Quaker Oats Company, Inc.

IDAHO SECRETARY OF STATE
944117-0900 42717 2
CK #: 9676 CUST# 3708

CORP

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ARTICLES OF INCORPORATION - 1

PARSONS, SMITH, STONE & FLETCHER
LAWYERS
BURLEY, IDAHO

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1 and related products, and all business activities appropriate
thereto.

2 (c) To engage in any commercial, industrial, or
3 agricultural enterprise, calculated or designed to be
4 profitable to this Corporation, and in conformity with the laws
of the State of Idaho, or such other place or places and states
5 in which the Corporation may, from time to time, conduct is
business.

6 (d) Purchase, lease, own, sell, mortgage, sublease,
7 and otherwise acquire lands, buildings, easements or property,
8 real and personal, which may be requisite for the purposes of
or capable of being conveniently used in connection with any of
9 the objects of this Corporation, and to enter into, make,
perform, and carry out contracts of every sort and kind, with
10 any person, or entity, including the right to become a partner
or acquire an interest in a joint venture, and to acquire and
11 take over the good will, property, rights, franchises, and
assets of every kind, and liabilities of any person, firm,
12 association or corporation, either wholly or in part, and to
pay for the same in cash, stocks, bonds of the Corporation or
otherwise.

13 (e) To organize or cause to be organized under the
14 laws of any state of the United States, or the District of
Columbia, or of any territory, dependency, or possession of the
15 United States, or of any foreign country, a corporation, or
corporations for the purpose of transacting, promoting or
16 carrying on any or all of the objects or purposes for which
this Corporation is organized, and to dissolve, wind up,
17 liquidate, or to cause the same to be dissolved, wound up,
liquidated, merged or consolidated.

18 (f) To do all and every thing necessary, suitable,
and proper for the accomplishment of any of the purposes or the
19 attainment of any of the objectives, or the furtherance of any
of the powers hereinbefore set forth, either along or in
20 association with other corporations, firms, or individuals, and
to do every other act, or acts, thing, or things, incidental or
21 pertinent to or growing out of, or connected with the foregoing
objects or purposes, or any part or parts thereof, provided the
22 same be not inconsistent with the laws under which this
Corporation is organized.

23 (g) The Provisions of these Articles shall be
24 construed as purposes and powers, and each as an independent
purpose and power in furtherance of, and not in limitation of,
25 the powers which the Corporation may have under present or
future laws of the State of Idaho, and in such states as the
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1 Corporation may, from time to time, do business.

2 (h) To have and to exercise all rights and powers
3 from time to time granted to a corporation by law.

4 ARTICLE IV

5 LOCATION OF REGISTERED OFFICE AND AGENT

6 The location and registered office of this
7 Corporation is 531 Teton Drive, Burley, Idaho, 83318; the post
8 office address is 531 Teton Drive, Burley, Idaho, 83318; the
9 registered agent of this Corporation is Glen R. Cox, 531 Teton
10 Drive, Burley, Idaho, 83318.

11 ARTICLE V

12 CORPORATE STOCK

13 The total number shares which the Corporation is
14 authorized to issue is 10,000 shares of stock at no par value
15 per share.

<u>TYPE</u>	<u>SHARES</u>	<u>PAR VALUE</u>
Common	10,000	No par value

17 No sale of transfer of stock may be made without a
18 prior offer in writing to the remaining stockholders in the
19 same proportion as their shareholdings, and at the same price,
20 terms and conditions on which the perspective transfer is
21 predicated.

22 All stock, when fully paid, shall be non-assessable.

23 The Corporation may purchase its own stock.

1 of said quorum of said Board of Directors shall be the act of
2 the Board.

3 Directors need not be stockholders of the
4 Corporation.

5 ARTICLE VIII

6 DIRECTORS LIABILITY

7 No director of this Corporation shall be personally
8 liable to the Corporation or the corporate stockholders for
9 monetary damages resulting from a breach of fiduciary duty as a
10 director of this Corporation, provided that such provision
11 shall not eliminate or limit the liability of a director:

12 (a) For any breach of the director's duty of loyalty
to the Corporation or its stockholders.

13 (b) For acts or omissions not in good faith or which
14 involve intentional misconduct or knowing violation of the law.

15 (c) For any of those liabilities provided under 30-
1-48 of the Idaho Code.

16 (d) For any transaction from which the director
17 derived an improper personal benefit.

18 ARTICLE IX

19 AMENDMENT

20 These Articles of Incorporation may be amended in
21 accordance with the provisions of the statutes of the State of
22 Idaho, then in full force and effect; the power to make, repeal
23 and amend the By-Laws, and adopt new By-Laws, is hereby
24 conferred upon the Directors as well as the shareholders.
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**PARSONS, SMITH, STONE & FLETCHER
LAWYERS
BURLEY, IDAHO**

No contract or other transaction between this Corporation and any other corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation, nor the fact that the capital stock of one corporation may be owned, in part, by the other corporation; any director, individually, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction and may vote thereon with like force and effect as if he were not interested.

Glen R. Cox
Glen R. Cox

Ida Faye Cox
Ida Faye Cox

On this 16th day of November in the year 1994, before me, the undersigned, a Notary Public in and for said State, personally appeared GLEN R. COX and IDA FAYE COX, known or identified to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

Sharon D. Tanner
Notary Public for Idaho
Residing at Burley
My Commission expires on 12/1/94