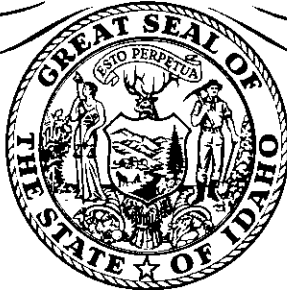


# State of Idaho



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

#### DUNCAN COFFEE COMPANY

a corporation duly organized and existing under the laws of **Texas** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Eleventh** day of **October**, 19 **62**, a properly authenticated copy of its articles of incorporation, and on the **Eleventh** day of **October**, 19 **62**, a designation of **T. H. Eberle, W. D. Eberle or J. L. Eberle** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **11th** day of **October**, A.D. 19 **62**.

Secretary of State.



## The State of Texas

Secretary of State

I, P. FRANK LAKE, Secretary of State of the State of Texas  
DO HEREBY CERTIFY that the attached is a true and correct copy  
of the following described instruments on file in this office:

### DUNCAN COFFEE COMPANY

Articles of Incorporation

November 19, 1959

Amendment

August 5, 1960

Statement of Change of Registered  
Office and Agent

September 19, 1961



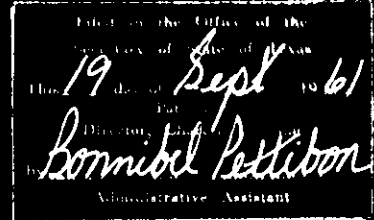
IN TESTIMONY WHEREOF, I have hereunto  
signed my name officially and caused to be im-  
pressed hereon the Seal of State at my office in  
the City of Austin, this

1st day of October, A. D. 1962.

*P. Frank Lake*  
Secretary of State

STATEMENT OF CHANGE OF REGISTERED  
OFFICE OR REGISTERED AGENT OR BOTH

TO THE SECRETARY OF STATE  
OF THE STATE OF TEXAS:



Pursuant to the provisions of the Texas Business Corporation Act, the undersigned corporation, organized under the laws of the state of Texas submits the following statement for the purpose of changing its registered office or its registered agent or both in the state of Texas:

1. The name of the corporation is Duncan Coffee Company.
2. The post office address of its present registered office is 1200 Carr Street, Houston, Texas.
3. The post office address to which its registered office is to be changed is 7105 Katy Road, Houston, Texas.
4. The name of its present registered agent is C. W. Duncan, Jr.
5. The post office address of its registered office and the post office address of the business office of its registered agent as changed, will be identical.
6. Such change was authorized by resolution duly adopted by its Board of Directors.

Dated September 15, 1961.

DUNCAN COFFEE COMPANY

By

Samuel H. Peak  
Its Vice President

By

Roland G. Parker  
Its Secretary

STATE OF TEXAS     )  
                              )  
COUNTY OF HARRIS    )

I, V. M. Sorensen, a Notary Public, do hereby certify that on this the 15th day of September 1961, personally appeared before me, Samuel H. Peak, who being by me first duly sworn, declared that he is the Vice President of Duncan Coffee

Company, that he signed the foregoing document as Vice President of the corporation, and that the statements therein contained are true.

V. M. Jensen  
Notary Public in and for Harris County,  
Texas

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
DUNCAN COFFEE COMPANY



Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, DUNCAN COFFEE COMPANY (hereinafter referred to as the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE. The name of the Corporation is DUNCAN COFFEE COMPANY.

ARTICLE TWO. The following amendments to the Articles of Incorporation of the Corporation were adopted by the Shareholders of the Corporation on August 2, 1960, to wit:

A. The first amendment prohibits the cumulative voting of shares of capital stock of the Corporation; thus, the amendment alters or changes Section 2 of Article Four of the original Articles of Incorporation of the Corporation and Section 2 of Article Four is hereby amended to read as follows:

"No shareholder shall have the right to cumulate his votes for the election of directors or for any other purpose."

(B). The second amendment removes the prohibition against the issuance by the Corporation of more than 1,100,000 shares of its authorized capital stock without the affirmative vote or written consent of the holders of a majority of the issued and outstanding shares of capital stock at the time entitled to vote; thus, the amendment deletes all of Section 4 of Article Four of the original Articles of Incorporation of the Corporation.

ARTICLE THREE. The number of shares of the Corporation outstanding at the time of such adoption was 740,000 shares; and the number of shares entitled to vote thereon was 740,000 shares.

ARTICLE FOUR. The number of shares voted for such amendments was 740,000; and the number of shares voted against such amendments was 0.

ARTICLE FIVE. The amendments provide for no exchange, reclassification, or cancellation of issued shares.

ARTICLE SIX. The amendments effect no change in the amount of stated capital.

Dated August 2, 1960.

DUNCAN COFFEE COMPANY

By: C. W. Duncan, Jr.  
C. W. Duncan, Jr., President  
of Duncan Coffee Company

By: Roland G. Parker  
Roland G. Parker, Secretary  
of Duncan Coffee Company

THE STATE OF TEXAS     I

COUNTY OF HARRIS     I

I, RUTH DE WITTIN, a Notary Public, do hereby certify that on this 11 day of AUGUST, 1960, personally appeared before me C. W. Duncan, Jr., who declared to me that he is the President of the Corporation executing the foregoing document, and being first duly sworn, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Ruth De Wittin  
Notary Public in and for  
Harris County, Texas

19 Nov 69  
- C. H. Harrison

## ARTICLE ONE

The name of the Corporation is: DUNCAN COFFEE COMPANY

### Duration

## ARTICLE THREE

Section 1. Purposes. The purposes for which the Corporation is organized are:

- a. To engage generally in the coffee business and to buy, sell or otherwise acquire, own, hold, warehouse, export, import, ship or otherwise transport, manufacture, process, treat and otherwise deal in or with coffees, coffee beans, teas and other food products, the ingredients, products or by-products thereof, including the aging, treating, blending, roasting, grinding, packaging, labeling, or otherwise treating, processing, manufacturing, marketing or handling coffees, coffee beans, teas and other food products, the ingredients, products or by-products thereof, by all or any methods, means and processes and to deal in or with any and all equipment and machinery necessary or incidental to the purposes named or connected therewith,

selling or otherwise disposing of, holding, owning, manufacturing, producing, importing, exporting and otherwise dealing in or with goods, wares, merchandise and personal property of every class and description, and in the course of such business to draw, accept, endorse, acquire, and sell all or any negotiable or transferable instruments and securities;

c. To erect or repair any buildings or improvements and to accumulate and lend money for said purposes, and to purchase, sell, improve and subdivide real property in Texas in towns, cities and villages, whether incorporated or unincorporated, and their suburbs as permitted by the Texas statutes, secondarily, to take, lease, purchase or otherwise acquire and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, divide and otherwise handle, deal in and dispose of real estate, real property, and interest or rights therein outside Texas;

d. To investigate, examine, collect, analyze, digest and evaluate scientific, engineering, technological, industrial, financial, commercial, business, economic, statistical, political, governmental and other information on any subject whatever, to construct, buy, lease, operate, use and maintain laboratories and laboratory facilities of all kinds, to carry on and conduct tests, experiments, analyses and research work in any way connected or relating to the other purposes of the Corporation,

e. To engage in and carry on the business of advisors, consultants, counselors, managers, agents, representatives, developers, brokers, operators and otherwise, with respect to all branches of science, ~~engineering~~, business and government and for any lawful purpose pertaining to the business or any property of the Corporation,

f. To apply for, obtain, register, purchase, lease or otherwise acquire and to hold, own, use, develop, operate, and introduce and to sell, assign, transfer, grant, or acquire licenses or territorial rights in respect to or otherwise turn to account or dispose of any copyrights, trade-names, trade-marks, brands, labels, patent rights, letters patent of the United States or of any other country or government, inventions, processes, contrivances, improvements, and properties whether used in connection with or secured under letters patent or otherwise and in consideration of any such license, sale, grant or assignment, to receive royalties, shares of the capital stock, bonds or securities of any other business organization, or any other consideration, and to contract therefor;

g. To act as principal, agent, nominee, factor, broker, or otherwise, in dealing or contracting with any person, firm, association, partnership, corporation, government, state, municipality, or other governmental agency or political subdivision thereof;



h. In general, to carry on any and all other businesses and activities in connection with the foregoing and to have and exercise all the rights and powers now or hereafter conferred by the laws of Texas upon, or exercisable by, corporations formed under the Act and to do any and all such things to the same extent as natural persons might or could do.

Section 2. Construction of Purposes. None of the above purpose clauses shall, unless otherwise expressed, be limited or restricted by reference to, or in inference from, the terms of any other purpose clause in these Articles of Incorporation; and each of the purposes specified in the above purpose clauses shall be regarded as independent purposes. In each of the above purpose clauses, all words are used in their broadest sense, and such clauses and words are intended to be construed in such sense.

#### ARTICLE FOUR

##### Authorized Shares

Section 1. Authorized Stock. The aggregate number of shares which the Corporation shall have authority to issue is THREE MILLION (3,000,000) shares of capital stock of the par value of ONE AND 00/100 (\$1.00) DOLLAR each.

Section 2. Cumulative Voting. At all elections of directors by the shareholders, each shareholder shall have the right to vote in person or by proxy the number of shares of the capital stock of the Corporation owned by him for each of as many candidates as are to be elected, or to cumulate his votes as now or hereafter permitted by the Act.

Section 3. Pre-emptive Rights. No shareholder shall have a pre-emptive right to acquire any shares or securities of any class, whether now or hereafter authorized or outstanding, which may at any time be issued, sold or offered for sale

by the Corporation.

Section 4. Issuance of Shares. The Corporation may not, without the affirmative vote or written consent of the holders of a majority of the issued and outstanding shares of capital stock at the time entitled to vote, issue more than 1,100,000 shares of its authorized but unissued shares of capital stock.

#### ARTICLE FIVE

##### Initial Consideration for Issuance of Shares

The Corporation will not commence business until it has received for the issuance of its shares consideration of ONE THOUSAND AND 00/100 (\$1,000.00) DOLLARS, consisting of money, labor done or property actually received.

#### ARTICLE SIX

##### Initial Registered Office and Agent

Section 1. Registered Office. The post office address of the initial registered office of the Corporation is 1200 Carr Street, Post Office Box 2079, Houston, Texas.

Section 2. Registered Agent. The name of the initial registered agent of the Corporation, at such address, is C. W. DUNCAN, JR.

#### ARTICLE SEVEN

##### Data Respecting Directors

Section 1. Initial Board of Directors. The number of directors constituting the initial board of directors is nine (9).

Section 2. Names and Addresses. 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

shall have been elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
J. B. S. Johnson	90 California Street San Francisco, California
J. B. S. Johnson, Jr.	90 California Street San Francisco, California
Campbell A. Griffin	5411 Timmons, Apt. #4 Houston, Texas
J. G. Lawhon	3825 Inverness Houston, Texas
W. T. Fleming	4635 Ingersoll Houston, Texas
Samuel H. Peak	1906 Lyndale Street Houston, Texas
James L. Parker	7522 Briar Rose Street Houston, Texas
Roland G. Parker	5211 Valerie Street Houston, Texas
Wm. M. Wolf	19 Valley Forge Houston, Texas

Section 3. Increase or Decrease of Directors. The number of directors may be increased or decreased from time to time by amendment to the By-Laws but no decrease shall have the effect of shortening the term of any incumbent director.

#### ARTICLE EIGHT

##### Data Respecting Incorporators

The names and addresses of the incorporators of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Roland G. Parker	5211 Valerie Street Houston, Texas
Samuel H. Peak	1906 Lyndale Street Houston, Texas
Leonard H. Childs	402 Pierce Street Houston, Texas

ARTICLE NINE

By-Laws

Except as may be otherwise provided in the By-Laws, the Board of Directors of this Corporation is expressly authorized to alter, amend, or repeal the By-Laws or to adopt new By-Laws of this Corporation, without any action on the part of the shareholders, but the By-Laws made by the directors and the powers so conferred may be altered or repealed by the shareholders.

IN WITNESS WHEREOF, we have hereunto set our hands,  
this 19th day of November, 1959.

Roland G. Parker  
ROLAND G. PARKER

Samuel H. Peak  
SAMUEL H. PEAK

Leonard H. Childs  
LEONARD H. CHILDS

THE STATE OF TEXAS

COUNTY OF HARRIS

BEFORE ME, the undersigned authority, a Notary Public, do hereby certify that on this the 19th day of November, 1959, personally appeared before me ROLAND G. PARKER, SAMUEL H. PEAK and LEONARD H. CHILDS, each being by me first duly sworn, severally declared that they are the persons who signed the foregoing instrument as incorporators, and that the statements therein contained are true.

Notary Public in and for  
Harris County, Texas.