

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

DAIRY KING SALES & SERVICE CORPORATION

a corporation duly organized and existing under the laws of Nevada complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, day of Idaho Code, by filing in this office on the 20 th $19_{f 64}$, a properly authenticated copy of its articles of incorporation, and on the 1964, a designation of day of Frank Martin, Jr. harch as statutory agent for said corporation within the State of the County of Ada 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 day of 20th March A.D. 19 64 .

> > Secretary of State.

has fully

OFFICE OF

JOHN KOONTZ

SECRETARY OF STATE



DEPARTMENT OF STATE

I, JOHN KOONTZ, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that the annexed is a true, full and correct transcript of the original Articles of Incorporation of

DAIRY KING SALES & SERVICE CORPORATION

as the same appears on file and of record in this office.

In Witness Whereof, I have hereunto set my hand and affixed the Great Seal of State, at my office in Carson City, Nevada, this 9TH day of MARCH A. D. 1964

Secretary of State

Bu

Deputy

Form 1

ARTICLES OF INCORPORATION

OF

DAIRY KING SALES & SERVICE CORPORATION

A Nevada Corporation

KNOW ALL MEN BY THESE PRESENTS:

That we the undersigned, for ourselves, our associates and successors have associated ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Nevada, and we do hereby certify and declare:

Τ.

The name of the corporation shall be Dairy King Sales & Service Corporation.

II.

That the principal place of business of this corporation in the State of Nevada shall be located at the office of United States Corporation Company, Virginia and Truckee Building, Carson City, Ormsby County, State of Nevada; and in addition to said principal office within the said state, this corporation may maintain an office and place of business in Salt Lake County, Utah or elsewhere; and any meeting of the shareholders or directors may be held either at said office in the State of Utah, or elsewhere as the Board of Directors may from time to time decide.

III.

The nature of the business proposed to be transacted, promound and carried on by this corporation is:

- (a) To establish, maintain, conduct and carry on the buying and selling of real and personal property and in conjunction therewith to buy, import and otherwise acquire, store, hold, sell, export, distribute, lease, mortgage, pledge and otherwise dispose of equipment, machinery, goods, wares, commodities, merchandise and personal property of every class, name, nature and description.
 - (b) To advertise, promote, disseminate and otherwise encorage

the purchase and sale of machinery, equipment, goods, wares, merchandise, articles and materials.

- (c) To engage in and transact a warehouse and storage business and to receive, unload, unpack, acquire, store, crate, preserve, protect, handle, load and transport machinery, equipment and all other goods, wares, merchandise and property of all kinds.
- (d) To issue warehouse receipts and certificates and commercial paper.
- (e) To construct, establish, purchase, lease, acquire, own, hold, equip, maintain, improve, use, manage, and operate warehouses, storehouses, storerooms, stores depots, terminals, offices, shops, factories, laboratories, buildings, structures, works and property suitable, necessary or convenient to any of the business of the corporation.
- (f) To acquire and pay for in cash or with the stock or bonds of this corporation, the good will, rights, assets and property of others and to undertake or assume the whole or any part of the obligations or liabilities of any person, partnership, firm, association or corporation engaged in the same or similar business or in an unlike business if deemed advisable and beneficial.
- (g) To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of, shares of the capital stock, bonds, securities, and evidences of indebtedness created by any corporation organized under the laws of Nevada or any other state, country, nation or government and while the owner thereof to exercise all the rights, powers and privileges of ownership.
- (h) To issue bonds, debentures or obligations of this corporation from time to time for any of the objectives or purposes of the corporation and to secure the same by mortgage, pledge, deed of trust or otherwise.
- (i) To purchase, hold, sell and transfer the shares of 100 own capital stock provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law; and provided further that shares of its own capital stock belonging to it shall not be voted directly or indirectly.

- (j) To lend, sell, lease, mortgage, pledge or otherwise encumber or dispose of the lands, tenements and hereditaments and other property of the corporation.
- (k) To acquire, recondition, modernize, equip, maintain and operate buildings, offices and other structures necessary or incidental to the operation of the corporation's business.
- (1) To generally make, enter into, perform and carry out contracts and agreements for and in connection with any of the powers, objects or purposes of the corporation.
- (m) To join or consolidate or merge with any person firm, association or corporation.
- (n) In the purchase or acquisition of property, business interests, rights, patents, licenses, trademarks or franchises or for any other objects in or about its business and without limit as to amount, to incur debt and to raise, borrow and secure the payment of money in any lawful manner; provided, however, that all, or substantially all, of the real property of the corporation may not be sold or encumbered without the affirmative vote or written consent of the holders of at least two-thirds of the issued and outstanding capital stock of the corporation.
- (o) To apply for, obtain, register, purchase or otherwise acquire and hold or use, operate, sell, license or assign patents and copyrights, trademarks, trade names and distinctive marks, processes and inventions.
- (p) To issue its capital stock in payment for real and personal property; to grant options to any person, firm or corporation for the acquisition of its capital stock.
- (q) To conduct business and have one or more offices in the State of Nevada or in such other state or states as the Board of Directors of the corporation may determine.
 - (r) To engage in any lawful activity.
- (s) To do all and everything incidental to or necessary and proper for the accomplishment of the objects enumerated in these Articles or any amendment thereof, or necessary or incidental to the protection or benefit of the

corporation and in general to carry on any lawful business accuracy or incidental to the attainment of the objects of the corporation. The several clauses contained in this Article shall be construed as both purposes and powers and the statements contained in each clause shall, except where expressly limited, be in no wise limited or restricted by reference to or inference from the terms of any other clause.

IV.

The authorized capital of this corporation shall be One Mundred Thousand Dollars (\$100,000.00), divided into 10,000 shares of the par value of Ten Dollars (\$10.00) each.

V.

The members of the Governing Board shall be styled "directors" and the number of such directors shall be three, provided, however, that such number may be increased to five at any annual meeting of shareholders. The names and post office addresses of the first Board of Directors are as follows:

Name	Address
Sherman Hinckley	2579 Beacon Drive Salt Lake City, Utah
Robert Bengtzen	1435 Hudson Avenue Salt Lake City, Utah
Wallace Brown	Coalville, Utah

VI.

After the amount of any subscription to the capital stock has been paid in, such stock shall not be subject to assessment to pay the debts of the corporation; and no stock issued as fully paid-up, shall ever be assessed, and the Articles of Incorporation shall not be amended in this particular.

VII.

The names and post office addresses of the incorporators and subscribers to these Articles of Incorporation are as follows, to wit:

Name
P. O. Address

P. Durroughs

13 Hillside Way
Carson City, Nevada

C. L. Foster

Forest Circle Drive Carson City, Mavada

L. S. Taylor

4 Crest Drive Carson City, Nevada

VIII.

This corporation shall have perpetual existence.

IX.

The directors shall adopt by-laws in such form as they may determine for the conduct of the corporation's affairs. The directors shall be chosen at the annual meeting of the shareholders to be held at the time, place and in the manner provided in the by-laws.

х.

Every shareholder of the corporation shall, upon the sale for cash of any new stock of the corporation, have the right to purchase his (its) pro rata share of such stock at the price at which such shares are offered to others, but nothing herein shall prevent a shareholder from waiving in writing such preemptive right.

XI.

In any action brought by or on behalf of a shareholder or shareholders charging improper conduct of the corporate affairs against any officer or director, such officer or director shall be indemnified against any cost, expense or liability so long as the officer or director has acted within his powers and unless and until it is finally established that any such officer or director has been guilty of misfeasance in office. In any action brought by an amployee of the corporation or a member of the public, other than a shareholder or share holders, against any officer, director, manager or executive on account of injury or damage caused in the course of the conduct of the corporate business, every such officer, director, manager, or executive shall be indemnified against any cost, expense or liability on account of carrying on and conducting such business.

XII.

At all meetings of the shareholders, every shareholder of record shall

be entitled to one vote for every share of stock standing in his name on the books of the corporation. Cumulative voting shall not be permitted.

XIII.

No amendment to these articles and no enlargement or extension of the corporation powers or purposes, and no change or restriction of the rights secured to its shareholders as herein provided, shall be made, except on the affirmative vote or with the written consent of the holders of at least two-thirds of the issued and outstanding capital stock of the corporation.

XIV.

The private property of the shareholders of this corporation shall not be liable for the debts or obligations of the corporation.

IN WITNESS WHEREOF, we, the undersigned incorporators, have hereunto set our hands this Atl day of March, 1964.

G. L. Foster

L. S. Taylor

STATE OF MEVADA) (SS. COUNTY OF ORKSBY)

On this Aff day of March, 1964 before me the undersigned,

State of Nevada, duly commissioned and qualified, personally appeared B. Burroughs
Ct. L. Foster and L. S. Taylor, whose names are subscribed to the foregoing Articles of Incorporation as parties thereto, personally known to me to be the identical persons mentioned in and who executed said Articles of Incorporation and each of said persons duly acknowledged to me that he executed the same freely and voluntarily and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year in this certificate first above written.

SEAL

In and for the County of Ormsby State of Nevada

My commission expires:

une 10, 1965