



## 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

**TUREK & MECK SALES CO.**

a corporation duly organized and existing under the laws of **California** 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 **9th** day of **July** 19**65**, a properly authenticated copy of its articles of incorporation, and on the **9th** day of **July** 19**65**, a designation of **T. H. Eberle or W. C. Roden** 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 **9th** day of **July**, A.D. 19**65**.

**ARNOLD WILLIAMS**  
Secretary of State

By Deputy Secretary of State.

# STATE OF CALIFORNIA



## DEPARTMENT OF STATE

### (PHOTOCOPY CERTIFICATION)

*I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:*

That the photographic reproduction hereunto annexed was prepared by and in my office from the record on file of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF, I hereunto set my hand and affix the Great Seal of the State of California*

*this JUN 17 1965*

*Secretary of State*



*By*

*Assistant Secretary of State*

FILED

In the office of the Secretary of State  
of the State of CaliforniaARTICLES OF INCORPORATIONOF  
TUREK & MECK SALES CO.

OCT 1 - 1958

FRANK M. JORDAN, Secretary of State  
By *Clay A. Taylor*  
Deputy

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of California, and we do hereby certify:

First: The name of this corporation shall be  
TUREK & MECK SALES CO.

Second: The specific business in which the corporation is primarily and initially to engage is the distribution and sale at wholesale of frozen food products.

Third: The other purposes for which this corporation is formed are:

(a) To construct, erect, own, equip, maintain, operate and use and to contract with others to construct and erect, and to lease to others to maintain, operate and use stores, shops, markets, storage buildings, office buildings and buildings and structures of every kind and character; to engage in the general business of owning, operating and leasing same, and in any and all business activities incidental or pertinent or in any wise related thereto; to develop any real estate, lands, lots, parts, portions or pieces of land, by the erection and construction thereon of stores, shops, markets, storage buildings, office buildings and buildings and structures of every kind and

character; to buy, sell, lease, rent, hypothecate and hire parcels of real property and buildings used in any way in connection with the business above described; and to do all or part of any of the works above outlined and in any capacity whatsoever.

(b) To undertake and perform any and all work of any kind or character whatsoever and to supply any and all materials of any kind or character whatsoever incidental to or connected with any and all of the matters set forth in Article Second and Section (a) of this Article Third of these Articles, and also to do any and all of said work on the partial payment or installment plan, to finance through any means whatsoever the accomplishment of any and all the work above set forth or elsewhere described in these Articles Second and Third.

(c) To purchase, lease or otherwise acquire, own, hold, use, lease, convey, sell, exchange, assign, transfer, mortgage, hypothecate, pledge, convey in trust or otherwise dispose of, and to invest, trade and deal in, and in any manner handle, in any of the states, districts, territories or colonies of the United States and in any and all foreign countries, real estate, and any and all interests therein, goods, wares, merchandise and all other personal property of every kind and character and any and all interests therein, stocks, bonds, debentures, evidences of indebtedness, promissory notes, mortgages, deeds of trust, commercial paper, choses in action, and other securities of every kind and character of corporations, associations, individuals and co-partnerships, and any and all interests therein.

(d) To acquire by purchase or otherwise and to pay for in cash, stocks or bonds of this corporation or otherwise the good will, rights, assets and property, or any part thereof, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation; to hold, maintain and operate or in any manner dispose of the whole or any part of the good will, business, rights and property so acquired and to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary to or convenient in and about the management of such business.

(e) To purchase or otherwise acquire, sell, or otherwise dispose of, realize upon or otherwise turn to account, manage, liquidate or reorganize properties, assets and business undertakings, enterprises or ventures, or any part thereof, corporations, associations, firms, individuals, syndicates and others, to furnish and promote the general business interests of any thereof.

(f) To undertake and carry on any business enterprises, venture, transaction or operation in any way connected with or incidental to the conduct and operation of the businesses above set forth.

(g) To take, receive, purchase and otherwise acquire, employ, own, hold, use, sell, assign, transfer, exchange, lease, convey in trust, pledge, hypothecate, grant, license and employ others to use or employ, or otherwise dispose of, any patent, patent right, license and privilege, invention, improvement, process, device or method (whether

or not patented or trademarked), copy right, trademark and trade name, governmental, territorial, state, county and municipal grants of every kind, and any other right of any kind.

(h) To borrow money; issue bonds, debentures, notes or other obligations of this corporation from time to time for any of the objects or purposes of the corporation and to secure the same by mortgage of, pledge of, deed of trust upon, or other hypothecation of any and all property, real or personal, of the corporation.

(i) To lend money on the security of mortgages, deeds of trust, or any other form of hypothecation of real property, or on the pledge or hypothecation of personal property or without any security whatsoever.

(j) To transact business in the State of California or in any other jurisdiction of the United States of America or elsewhere in the world, and to have one or more offices to carry on all or any of its operations and business, and without restriction or limit as to amount.

(k) To act as a retail and wholesale merchant for the sale of goods, wares and merchandise of any and every character; to purchase, acquire, convert, manufacture, sell or deal in, as principal or agent, such goods, wares and merchandise.

(l) To enter into any partnership or into any arrangement for sharing of profit, union of interests, joint venture or otherwise, with any person, firm or corporation carrying on or engaged in or about to carry on or

engage in any business or transaction which this corporation is authorized to carry on or engage in, or any business or transaction capable of being conducted so as to directly or indirectly benefit this corporation.

(m) And without in any particular limiting any of the obligations or purposes or particulars of the corporation, the business and purposes of the corporation shall be from time to time to do any one or all of the acts and things herein set forth and all such other acts, things and business and businesses in any manner connected therewith or interest incidental or auxiliary thereto, or calculated directly or indirectly to promote the interest of the company or to enhance the value of or render profitable any of its property or rights as such a corporation may lawfully do; and in carrying on its business, or for the purpose of attaining or furthering any of its objects, to do any and all acts, things, and to exercise any and all powers which a co-partnership or natural person would do and exercise, and which now or hereafter may be authorized by law and either as or by and through principals, agents, attorneys, contractors, factors, lessors, lessees or otherwise, either alone or in conjunction with others in any part of the world; and in addition to have and to exercise all the rights, powers and privileges now or hereafter belonging to or conferred upon corporations organized under the provisions of the law authorizing the formation of such corporations.

The several clauses hereinabove contained and the foregoing statement of purposes shall be construed as both purposes and powers, and the statement contained in each

clause thereof shall, except where otherwise expressed, in no way be limited or restricted by reference to or inference from the terms of any other clause or the limitations either thereof or of law, but shall be regarded as independent purposes and powers, and no recital therein shall be deemed to be exclusive, and it is hereby expressly declared that all other lawful powers not expressly inconsistent therewith are hereby included.

Fourth: The county in this state where the principal office for the transaction of the business of the corporation is to be located is the County of San Mateo.

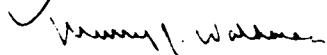
Fifth: The number of directors of this corporation shall be three (3). The names and addresses of the persons who are appointed to act as the first directors are:

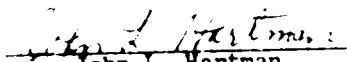
Jesse Feldman	2002 Russ Building San Francisco, California
Murry J. Waldman	2002 Russ Building San Francisco, California
John L. Hartman	2002 Russ Building San Francisco, California

Sixth: This corporation is authorized to issue only one class of shares of stock; the total of said shares shall be Two Thousand Five Hundred (2,500); and all of such shares of stock are to be Ten Dollars (\$10.00) par value; the aggregate par value of all authorized shares is the sum of Twenty-Five Thousand Dollars (\$25,000.)

IN WITNESS WHEREOF we have hereunto set our hands  
this 3<sup>rd</sup> day of September, 1958.

  
Jesse Feldman

  
Murry J. Waldman

  
John L. Hartman

STATE OF CALIFORNIA }  
CITY AND COUNTY OF SAN FRANCISCO) { 88

On this 21 day of September, 1958, before me,  
HALLIE KELLER, a notary public in and for said City and  
County of San Francisco, State of California, duly  
acknowledged and sworn, personally appeared JESSE FELDMAN,  
MURRY J. WALDMAN and JOHN L. HARTMAN, known to me to be  
the persons described in and whose names are subscribed to  
the within and foregoing instrument, and they and each of  
them duly acknowledged to me that they and each of them  
executed the same.

IN WITNESS WHEREOF I have hereunto set my hand  
and affixed my official seal in said City and County of  
San Francisco, State of California, the day and year in  
this certificate first above written.

Notary Public in and for  
The City and County of San Francisco,  
State of California  
My commission expires 11/17/61

36108

FILED

In the Office of the Secretary of State  
of the State of California

APR 29 1964

FRANK M. BURTON, Secretary of State

By *Frank M. Burton*

CERTIFICATE OF AMENDMENT TO

ARTICLE OF INCORPORATION

TUREK & MECK, ALEX. M.

Walter Turek and Jessie Feldman certify:

1. That they are the President and the Secretary, respectively, of Turek & Meck Sales Co., a California corporation.

2. That the following resolutions were adopted by the unanimous written consent of the Board of Directors of said corporation without a meeting, as provided for in the By-Laws of said corporation:

RESOLVED, that Article Sixth of the Articles of Incorporation of this corporation be amended to read as follows:

This corporation is authorized to issue only one class of shares of stock. The total of said shares shall be 1,000. All of said shares of stock are to be \$1. par value. The aggregate par value of all authorized shares is the sum of \$1,000.

3. That the number of shares which have consented in writing to the adoption of said amendment is 2/3, and the form of written consent is as follows:

The undersigned shareholders of Turek & Meck Sales Co., a California corporation, hereby consent that Article Sixth of the Articles of Incorporation of said corporation be amended to read as follows: (at this place in the written consent, the amended

Article was set forth, identical in form to  
that set forth in the Directors' resolution  
(see paragraph above).

4. That the total number of shares entitled to vote  
on or consent to said amendment is . . .

Walter Turek, President

Jesse Feldman, Secretary

Each of the undersigned declares under penalty of perjury  
that the statements set forth in the foregoing certificate are true  
and correct.

Executed at San Francisco, California, on February 10,  
1968.

Walter Turek

Jesse Feldman