



ARTICLES OF INCORPORATION

(General Business)

(Instructions on back of application)

The undersigned, in order to form a Corporation under the provisions of Title 30, Chapter 1, Idaho Code, submits the following articles of incorporation to the Secretary of State.

Article 1: The name of the corporation shall be:

Evergreen Produce, Inc.

Article 2: The number of shares the corporation is authorized to issue: 6000

Article 3: The street address of the registered office is: HCR 62, Box 97, Moyie Springs
and the registered agent at such address is: David M. Scharf ID 83845

Article 4: The name of the incorporator is: David M. Scharf

and address of the incorporator is: HCR 62, Box 97, Moyie Springs, ID 83845

Article 5: The mailing address of the corporation shall be:

HCR 62, Box 97, Moyie Springs, ID 83845

Optional Articles:

See attached.

Signature of at least one incorporator:

Typed Name: DAVID M. SCHARF

Typed Name: _____

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

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Revised 07/2002

IDAHO SECRETARY OF STATE
06/21/2004 05:00
CK: 2563 CT: 166600 BH: 751511
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FILED EFFECTIVE
2004 JUN 21 AM 8:56
STATE OF IDAHO

**CONTINUATION OF ARTICLES OF INCORPORATION OF
2004 JUN 21 AM 8:56 EVERGREEN PRODUCE, INC.**

STATE
OF IDAHO

ARTICLE SIX.

DIRECTORS

The number of directors to constitute the board of directors at this time is four. The number of directors will subsequently be fixed by, or in the manner provided in, the bylaws. The initial directors shall be David M. Scharf, John M. Scharf, Carolyn K. Scharf and Nadine P. Scharf.

ARTICLE SEVEN.

DURATION

The duration of the incorporation is perpetual.

ARTICLE EIGHT.

PURPOSE(S)

The corporation is formed for the following purpose(s): To engage in any act or activity in which a corporation may lawfully engage under the laws of the state of Idaho. It is provided that these powers, objects and purposes will not be held to limit or restrict in any manner the powers of this corporation

ARTICLE NINE.

BYLAWS

The board of directors has the power to make, repeal, amend and alter the bylaws of the corporation, to the extent provided in the bylaws. However, the paramount power to repeal, amend and alter the bylaws, or to adopt new bylaws, is vested in the shareholders. This power may be exercised by a vote of majority shareholders present at any annual or special meeting of the shareholders. Moreover, the directors have no power to suspend, repeal, amend or otherwise alter any bylaw or portion of any bylaw so enacted by the shareholders, unless the shareholders, in enacting any bylaw or portion of any bylaw, otherwise provide.

ARTICLE TEN.

PROPERTY OF SHAREHOLDERS

The private property of the shareholders of this corporation is not subject to payment of corporate debts, except to the extent of any unpaid balance of subscription for shares.

ARTICLE ELEVEN.

LIMITED LIABILITY AND INDEMNITY

The director(s) and officer(s) of the corporation shall have no liability to the corporation or its shareholders for money damages for any act and/or omission except for: 1) The amount of any financial benefit received by the director(s) or officer(s) to which he is not entitled; 2) An intentional infliction of harm upon the corporation; 3) A violation of I.C. 30-1-833; or 4) an intentional violation of criminal law.

The corporation is obligated to indemnify the director(s) for any and all liability, as defined by I.C. 30-1-850(5) to any person for any act and/or omission except for: 1) The amount of any financial benefit received by the director(s) or officer(s) to which he is not entitled; 2) An intentional infliction of harm upon the corporation; 3) A violation of I.C. 30-1-833; or 4) an intentional violation of criminal law.

ARTICLE TWELVE.

STOCK TRANSFERS

The shareholders are prevented from transferring, assigning, or selling their stock to any one other than a current shareholder. If a shareholder desires to transfer, assign or sell their stock, such stock must first be offered to the corporation, then to the other shareholders. Such stock will be valued at fair market value, to be determined by and independent appraiser(s).

ARTICLE THIRTEEN.

VOTING

In all elections of directors of this corporation, each shareholder has the right to cast as many votes as equal the number of shares held by the shareholder multiplied by the number of directors to be elected, and the shareholder may cast all of such votes for a single director or may distribute them among the number of directors to be elected, or any two or more of them, as such shareholder may see fit. This Article may be amended only by a vote of two thirds of the outstanding shares of stock of the corporation.

ARTICLE FOURTEEN.

S CORPORATION STATUS

The corporation shall elect to be taxed as an S corporation under the Internal Revenue Code.

The president of the corporation is authorized/instructed to execute the Internal Revenue Service election to become an S corporation.

The corporation shall only authorize and issue one class of stock.

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ARTICLE FIFTEEN.

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STATE
OF IDAHO

PRESERVATION OF ELECTION

No stockholder shall do any act (including the sale or transfer of such stockholder's stock) which shall contravene or revoke the corporation's election to be taxed as an S corporation.

The stockholders further agree to:

- (a) Execute any documents which may, in the future, become necessary to preserve such election.
- (b) Refrain from transferring their shares to any transferee whose ownership would void or endanger such election.
- (c) Cause their stock certificates and the stock certificates of their transferees to contain the following legend:

Transfer of this certificate is prohibited except upon a determination by the board of directors of the corporation that such transfer will not void or endanger the corporation's election to be taxed pursuant to subchapter S of the Internal Revenue Code. In any case, any transferee shall agree to be bound by such election and by such transfer restrictions.

ARTICLE SIXTEEN.

AGREEMENT TO PRESERVE ELECTION

The parties agree that they will continue such election unless two thirds of the shares vote at a stockholders meeting called for such purpose to void such election.

ARTICLE SEVENTEEN.

OPTIONS AND WARRANTS

This corporation may issue options and warrants to purchase its stock.

Executed by the undersigned on June 17 2004.


David M. Scharf, Director and Shareholder