

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

DEL RIO CORPORATION

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 _____

DEL RIO 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: *February 23, 1981*



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

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SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

DEL RIO CORPORATION

We, the undersigned, all citizens of the United States of America, of legal age and for the purpose of forming a corporation under the laws of the State of Idaho, hereby adopt the following:

ARTICLES OF INCORPORATION

I.

The name of the proposed corporation is DEL RIO CORPORATION.

II.

The general nature of the business proposed is: the manufacture, wholesaling and retailing of food products, etc.;

To deal in the purchase and sale of various evidences of indebtedness in connection with real and personal property; further,

To manufacture, produce or otherwise acquire, mortgage, pledge, assign, transfer, or otherwise dispose of, and to invest, trade, deal in and with, goods, wares, merchandise, real and personal, of every class and description, and to engage in any commercial, industrial, or agricultural enterprise adjudicated to be profitable to this corporation and in conformity with the laws of the State of Idaho;

To issue stocks and/or bonds, to raise necessary capital to carry out the effect thereof; to own, buy, sell, lease, mortgage, pledge, and hypothecate, or in any way to encumber real and/or personal properties; to execute and deliver instruments necessary therefor; to borrow money; to buy, sell, trade or in any way deal with stock of this corporation or of any other corporation; and

To engage in all and any business contemplated and within the purview of Idaho Code 30-101 and subsequent sections to Title 30, Idaho Code.

III.

The duration of this corporation shall be perpetual.

IV.

The location and post office address of the registered office of this corporation in the State of Idaho is a street address of 103 Woodland Drive, Post Falls, ID and a mailing address of Box 913, Coeur d'Alene, ID 83814. The name of the registered agent of the corporation at that address is Jim Bristol.

V.

The total number of par value shares authorized is twenty-five thousand (25,000) shares of non-assessable, voting common stock having a par value of One (\$1.00) dollar per share. The aggregate par value of the total authorized number of par value shares is twenty-five thousand (\$25,000.00) Dollars. The company is permitted to purchase its own stock.

VI.

The holders of shares of any class of the corporation's stock shall have the first right, during a reasonable time to be fixed by the board of directors, to purchase shares of the same class authorized for sale by the corporation, in proportion to their respective holdings of shares of such class at a price to be fixed by the board of directors.

VII.

The names and post office addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James F. Judd	Box 999, Post Falls, ID 83854

VIII.

The following provisions are adopted for the purpose of

further defining, limiting and regulating the business of the corporation, its directors and stockholders:

(a) The Board of Directors herein named is expressly authorized to adopt the initial Bylaws of this corporation. Thereafter, the Board of Directors is authorized, without the consent of the stockholders, to alter, amend and rescind the bylaws of the corporation; provided, however,

that it is not empowered to alter, amend or rescind any bylaws relative to the number of directors of this corporation, their qualifications, the method and manner of voting for their selection, the terms of their offices or their compensation, and it shall not abrogate the shareholders' right to exclusive control of these matters.

(b) Additional powers may be conferred upon the board of directors of the corporation from time to time by its bylaws or by vote of a majority of the stockholders at a regular or special meeting called for that purpose, and any powers so given may be revoked in the same manner, except insofar as they may have been exercised before revocation.

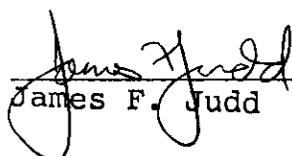
(c) Directors and officers of the corporation need not be residents of the State of Idaho nor shareholders of the corporation.

IX.

The following named persons shall serve as a Board of Directors until the first annual meeting of the shareholders or until their successors are duly elected and qualified, to-wit:

<u>NAME</u>	<u>ADDRESS</u>
Jim Bristol	103 Woodland Drive, Post Falls, ID
Conrad Roth	N. Government Way, Hayden Lake, ID
Jerry Thompson	106 Tamarack, Post Falls, ID

IN WITNESS WHEREOF, we, being all of the incorporators above named, have hereunto set our respective hands and seals this 20th day of February, 1981.


James F. Judd

