



## Department of State.

I, FRED E. LUKENS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State, do hereby certify that the.....

ATLANTIS SALES CORPORATION

a corporation duly organized and existing under the laws of the..... State  
of..... Delaware.....

has fully complied with Section 10 of Article  
XI of the Constitution, and with Sections 4772 and 4773 of the Idaho Compiled Statutes,  
by filing in this office on the fifth..... day of..... September....., 19<sup>28</sup>

a properly authenticated copy of its articles of incorporation, and on the fifth  
day of..... September....., 19<sup>28</sup>, a certificate of appointment of.....

..... Oliver C. Hage..... in the County of Ada  
State of Idaho, as 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 this State, as con-  
tained in Chapter 187 of the Idaho Compiled Statutes, 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 fifth.....

day of September....., in the year of  
our Lord one thousand nine hundred and

twenty-eight....., and of the Independence  
of the United States of America the One Hun-

dred and fifty-third.....

Secretary of State.

CERTIFICATE OF INCORPORATION

- of -

ATLANTIS SALES CORPORATION

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FIRST - The name of this corporation is

ATLANTIS SALES CORPORATION.

SECOND - Its principal office and place of business in the State of Delaware is located at 19-21 Dover Green, in the City of Dover, County of Kent. The name and address of its resident agent in charge of said office is United States Corporation Company, 19-21 Dover Green, Dover, Delaware.

THIRD - The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on by it are:

(1) To act as agent or representative of corporations, firms or individuals and to do a general business as commission merchants, selling agents, factors and brokers, in the manner and to the same extent as natural persons might or could do.

(2) To carry on any and all business as merchants, wholesale and retail, importers and exporters, and manufacturers and producers, generally and without limitation as to class of products and merchandise, but particularly of spices and other condiments, sauces, preserves and pickles, mustard and mustard products, chicory, coffee, cocoa, infant and invalid foods, blue and bluing, bird food, flavoring extracts, fruits, vegetables, meats, baking powder, toilet preparations, drugs, chemicals, food products of every kind, grocers' sundries and shelf goods, candies,

non-alcoholic beverages, and other goods, materials and merchandise of all kinds.

(3) To manufacture, buy, sell, import and export, and generally deal and trade in cans, bottles, wooden, paper and metal boxes and all other containers, bottle caps, labels, and all other supplies, including the raw materials necessary or convenient to be used in connection with its business.

(4) To produce and issue trade and other circulars, advertisements and publications, either restricted to its own business or in combination with any other or others, and do all other matters to develop, make known, promote and further its business or any part or parts thereof.

(5) To manufacture, buy, sell, exchange, alter, repair, improve, manipulate, treat, prepare for market, or otherwise deal in all kinds of plant, machinery, apparatus, tools, utensils, products, substances, materials, articles, and things which may be necessary or convenient for the carrying on of any of the above businesses, or usually dealt in by persons engaged therein.

(6) To apply for, obtain, register, lease or otherwise acquire, to hold, use, own, operate and introduce, and to sell, assign, transfer, or otherwise dispose of and to grant shop-rights under, any and all trade-marks, formulae, secret processes, trade names and distinctive marks, patents, inventions, improvements and processes used in connection with or secured under letters patent or similar rights granted by the United States, or by any other country or government or otherwise, and to use, exercise, and develop, grant licenses in respect of the same or any interest therein and otherwise turn the same to account and to carry on any business which the corporation may deem advantageous to effectuate the use, exercise or development thereof, in so far as the same is not inconsistent with law.

(7) To take, purchase, exchange, hire, lease or otherwise acquire and to own and hold unlimitedly both within the State of Delaware and in all of the other states and territories of the United States, in foreign countries, and in any place in the world, and to occupy, control, maintain, manage, sell, convey, exchange, lease, sublease, or otherwise alienate or dispose of and to mortgage or otherwise encumber and to deal in property of all kinds, both real, personal and mixed, either improved or unimproved, and any interest or right therein; to erect or cause to be erected, to construct or cause to be constructed, to maintain, improve, rebuild, enlarge, alter, repair, raze and remove and to buy, sell, own, use, occupy, manage, lease and control any and all kinds of buildings, houses, stores, lofts, offices, warehouses, mills, shops, factories, docks, machinery, plants, edifices, works, and structures of every kind, nature and description.

(8) To borrow or raise money for the purposes of the Company, to secure the same and any interest therein and for that purpose or any other purpose to mortgage and charge all or any part of the present or after-acquired property, rights and franchises of the Company, and to issue notes, bonds, debentures and other evidences of indebtedness; to guarantee the payment of principal or interest on the notes, bonds, debentures or other obligations of any corporation or corporations, so far as the same may be permitted by law.

(9) To subscribe for or cause to be subscribed for, to purchase, invest in, acquire, hold, own, sell, assign, transfer, mortgage, pledge, exchange, distribute or otherwise dispose of the whole or any part of the shares of stock, bonds, mortgages, debentures, notes, coupons and other securities, obligations, contracts, and evidences of indebtedness, of its own or of any corporation, domestic or foreign; and to issue and exchange therefor its shares of stock, bonds or other obligations and to exercise in respect

to any such shares of stock, bonds or other securities, any and all rights, powers and privileges of individual owners or holders, including the right to vote thereon, and to aid in any manner permitted by law, any corporation or association of which any bonds or other securities, or evidences of indebtedness or stock are held by this corporation, and to do any acts or things designed to protect, preserve, improve or enhance the value of any such stock, bonds, or other securities or evidences of indebtedness, and to organize or promote or facilitate the organization of subsidiary companies, provided that the capital stock shall not be reduced except in accordance with the requirements of the laws of Delaware applicable thereto.

(10) To act as agent or representative of corporations, firms and individuals and as such to develop and extend the business interests of such corporations, firms and individuals.

(11) To buy, lease or otherwise acquire the good will, franchises, rights and property, both real, personal and mixed, of any person, firm, association or corporation, and to pay for the same in cash, property, real, personal or mixed, the stocks or bonds of this Company or otherwise, and to hold, and use or in any manner dispose of the whole or any part of the property so acquired; to conduct, carry on, operate, manage, control, improve and develop the whole or any part of any business or property so acquired, either in the name of such other person or persons, firm or corporation or in the name of this corporation; provided that such business is one that may be legally carried on by a person, firm or corporation, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

(12) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of

being conveniently carried on in connection with or exclusive of the business of this Company, or calculated directly or indirectly to benefit it or to enhance the value of, or render profitable, any of the Company's properties or rights.

(13) To enter into, make, perform and carry into effect contracts of every sort and kind with any person, firm, association or corporation (private, public or municipal) and with the government of the United States, or of any state or any political subdivision thereof, or with any foreign government.

(14) To enter into partnerships (where the same is permitted by law) or any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this company is authorized to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.

(15) To establish, participate in and support or aid in the establishment, participation and support of associations, institutions, funds, trusts and conveniences, calculated to benefit employees or ex-employees of the Company or the dependents or connections of such persons, and to grant pensions and allowances, and to make payments toward insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition, or for any public, general or useful object.

(16) To lend money to such persons, firms or corporations and on such terms as may seem expedient and in particular to employees and customers and others having dealings with the Company, and to guarantee the performance of contracts by any such persons, firms or corporations.

(17) To make, draw, accept, endorse, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.

(18) To adopt such means of making known the products sold and distributed by the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations and in any other way to advertise the products of said company which is not unlawful; to procure the registration or recognition of this company in any foreign state, country or place.

(19) To carry on all, or any part, of its operations and business in any state, territory, colony or dependency of the United States and in any foreign country or place.

(20) To do all and everything necessary, suitable, useful or proper for the accomplishment of any of the purposes or the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, as principal or agent, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to, or growing out of, or connected with, any of the aforesaid purposes, objects or powers, or any part or parts thereof, and to do any such acts or things to the same extent and as fully as natural persons might or could do in any part of the world.

(21) To conduct and transact its business in any or all of its branches in any of the states, territories, colonies, or dependencies of the United States, and in any and all foreign countries; to have one or more offices therein; to hold, purchase, mortgage and convey, property,

real, personal and mixed, without limit as to amount, in any such state, territory, colony, dependency, district or foreign country, but always subject to the laws thereof.

The foregoing clauses shall be construed as independent objects, purposes and powers and it is hereby expressly provided that the foregoing enumeration of specific objects, powers or purposes shall not be held to limit or restrict in any way the general powers of this corporation under the laws of the State of Delaware.

FOURTH - Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 3883 of the Revised Code of 1915 of said State, or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 43 of this Chapter, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said Court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the Court to which the said application has been made,



be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

FIFTH - The total number of shares which may be issued by the Corporation is four hundred and fifty (450) shares of the par value of One Hundred Dollars (\$100.) each. The Corporation will commence business with ten (10) shares.

SIXTH - The names and places of residence of each of the subscribers to the capital stock and the number of shares subscribed by each are as follows:

NAME	RESIDENCE	NO. OF SHARES
E. E. Craig	Dover, Delaware	4
A. L. Raughley	Dover, Delaware	3
M. S. Cook	Dover, Delaware	3

SEVENTH - This corporation is to have perpetual existence.

EIGHTH - The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH - In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make and alter or amend the by-laws; to fix the amount, if any, to be reserved as working capital over and above its capital stock paid in; to authorize and cause to be executed mortgages and liens, without limit as to amount, upon the real and personal property of the corporation.

To issue the capital stock of the corporation at any time or from time to time without action by the stock-

holders, for such consideration and to such person or persons as the Board of Directors may determine.

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock ledger), or any of them, shall be open to inspection of stockholders, and no stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by resolution of the stockholders or directors.

Pursuant to the affirmative vote of the holders of at least two-thirds of the stock issued and outstanding, having voting power, given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of at least two-thirds of the voting stock issued and outstanding, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation, including its good will and its corporate franchises, upon such terms and conditions as its Board of Directors deem expedient and for the best interests of the corporation.

This corporation may in its by-laws confer powers upon its directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the statute.

Both stockholders and directors shall have power, if the by-laws so provide, to hold their meetings outside of the State of Delaware, and to have one or more offices within or without the State of Delaware, and to keep the books of this corporation (subject to the provisions of the statutes) outside of the State of Delaware at such

places as may be from time to time designated by the Board of Directors.

TENTH - This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of the General Corporation Law of the State of Delaware, being Chapter 65 of the Revised Code of Delaware, and the acts amendatory thereof and supplemental thereto, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinbefore set forth, and accordingly have hereunto set our hands and seals this 12th day of January, A.D. 1928.

C. H. JARVIS  
AS TO ALL

E. E. Craig (L.S.)

In the presence of:

A. L. Raughley (L.S.)

M. S. Cook (L.S.)

STATE OF DELAWARE, )  
                          ) ss.:  
COUNTY OF KENT, )

BE IT REMEMBERED that on the 12th day of January, 1928, personally came before me C. H. Jarvis, a Notary Public for the State of Delaware, E. E. Craig, A. L. Raughley and M. S. Cook, parties to the foregoing Certificate of Incorporation, known to me personally to be such and severally acknowledged the said certificate to be the act and deed of the signers respectively, and that the facts therein stated are truly set forth.

Given under my hand and seal of office the day and year aforesaid.

C. H. JARVIS (Seal)  
Notary Public.

STATE OF DELAWARE  
OFFICE OF SECRETARY OF STATE.

I, CHARLES H. GRANTLAND, Secretary of State of the State of Delaware, DO HEREBY CERTIFY that the above and foregoing is a true and correct copy of Certificate of Incorporation of the "ATLANTIS SALES CORPORATION", as received and filed in this office the twelfth day of January, A. D. 1928, at 9 o'clock A.M.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal, at Dover, this seventh day of August in the year of our Lord one thousand nine hundred and twenty-eight.

CHARLES H. GRANTLAND  
Secretary of State

(STATE SEAL)

2825-

STATE OF IDAHO }  
COUNTY OF ADA } ss.

I hereby certify that this instrument  
was filed for record at the request of  
Richards & Hager  
at 15 minutes past 12  
o'clock P M., this 5th  
day of Sept 1928 in my  
office, and duly recorded in book \_\_\_\_\_  
of \_\_\_\_\_

By Josephine Smith Ex-Officio Recorder  
Deputy  
Filed 50