

# State of Idaho

## Department of State

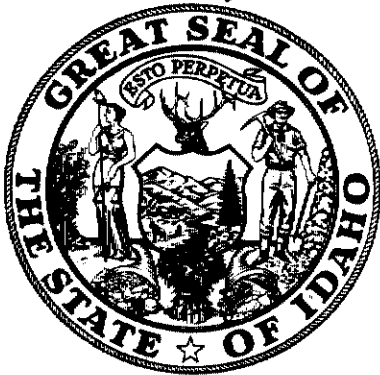
### CERTIFICATE OF INCORPORATION OF

CANDY CLUB OF AMERICA, INC.

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 the above named 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: JUNE 07, 1989



*Pete T. Cenarrusa*

SECRETARY OF STATE

by *[Signature]*

ARTICLES OF INCORPORATION  
OF  
CANDY CLUB OF AMERICA, INC.

RECEIVED  
SEC. OF STATE  
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WE, THE UNDERSIGNED, being one or more natural persons of full age, who are citizens of the United States of America, have this day voluntarily associated ourselves for the purpose of forming a private corporation under the laws of the State of Idaho and, to that end, hereby adopt Articles of Incorporation as follows:

ARTICLE I

The name of the corporation is CANDY CLUB OF AMERICA, INC.

ARTICLE II

The purposes and objects for which the corporation is formed are:

A. To engage in, operate, conduct, manage, maintain and carry on the business of developing, manufacturing, buying, selling, distributing, exchanging and warehousing of candies, snacks and food stuffs of every name, kind and nature, including, but not limited to, those produced or manufactured by the Corporation or those manufactured or produced by any other company or brand name companies; together with all other supplies and equipment necessary therefor.

B. To conduct business in this state, other states, District of Columbia, territories and colonies of the United States and in foreign countries and to have one or more offices and places of business out of this state; and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real or personal property situate within or without the State of Idaho.

C. To buy, sell, lease or otherwise acquire or dispose of licenses, franchises, patents, trademarks, corporations and other personal property as is deemed necessary to carry on the purposes of the corporation.

D. To have, exercise and enjoy all of the powers now or hereafter granted to corporations under the laws of the State of Idaho and, particularly, all the powers and privileges granted to corporations by Chapter 1, Title 30, Idaho Code, and any present and/or future amendments thereto; or any other state, District of Columbia or territory of the United States; and to do any act or thing necessary or convenient for the transaction of the business of the corporation and/or carrying into effect any and all of the objects and purposes of this corporation.

E. All of the foregoing provisions of this Article are to be construed both as objects and powers; and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power

or to do any act which corporations formed under the laws of Idaho now or hereafter existing, that at the time may not lawfully carry on or do unless the same be in another state of the union and so authorized by that state or territory. It is the intention that the purposes, objects and powers specified in each of the paragraphs of these Articles of Incorporation shall, except as otherwise provided, not be limited to or restricted by reference to or inference from the terms of any other clause or paragraph of this Article or any other provisions of these Articles of Incorporation; and it is my intention that the purposes, objects and powers specified in these Articles of Incorporation shall be regarded as independent purposes, objects and powers. These articles of Incorporation shall be regarded as independent purposes, objects and powers.

#### ARTICLE III

The corporation shall have perpetual existence.

#### ARTICLE IV

The location of the registered office of the corporation and the Post Office address of the corporation shall be in the City of Idaho Falls, County of Bonneville, State of Idaho, at 1550 Jones Avenue, Suite C; and the registered agent is Byard A. Cox, at 1550 Jones Avenue, Suite C, Idaho Falls, Idaho 83401.

#### ARTICLE V

The stock of the corporation shall be entitled capital stock having both voting rights and rights of ownership on equal basis per share. The amount of the authorized capital stock of this corporation shall be 10,000 shares of no par value. Before any of the capital stock of this corporation may be sold or transferred by any of its members or shareholders, such member or shareholder shall comply with the provisions of Article II of the By-Laws, including, but not limited to providing the corporation itself a thirty-day (30) written option to repurchase the stock; provided, however, that should the corporation desire not to repurchase any stock to be sold or transferred, the remaining shareholders of the corporation shall be given a thirty-day (30) written option to purchase said stock after receiving notice, in writing, that the corporation will not repurchase said stock itself. The capital stock of this corporation may be exchanged by the corporation through the Board of Directors for stock in other corporations. Transfer, sale and/or disposition of stock as provided herein may be modified or changed in writing signed by all of the stockholders.

#### ARTICLE VI

The amount of the capital stock which has been subscribed and paid for is the sum of two (2) shares, and following are the names of the persons, their addresses and number of shares by whom the same have been subscribed, to wit:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Byard A. Cox	3808 E. 109 N. Idaho Falls, Idaho 83401	37
Roger W. Tipps	2641 S. Glenwood Springfield, Illinois 62704	26
Russel G. Landon	1666 Laguna Drive Idaho Falls, Idaho 83401	37

The capital stock of the corporation shall not be assessable except as agreed by a two-thirds majority of all of the outstanding shares of the corporation.

#### ARTICLE VII

That the management of this corporation shall be vested in a Board of not less than one (1) nor more than ten (10) directors, as may be fixed by the Bylaws, or at any meeting of the shareholders and as provided in the Bylaws. The directors shall be elected at the annual meeting of the stockholders to be held at the general office of this corporation in the City of Idaho Falls, County of Bonneville, State of Idaho, on the second Monday of the first month after the close of the taxable year of each year, at a time to be determined by the Bylaws or at such other time and place as the directors may so determine as provided in the Bylaws. That until the first meeting of the officers, directors and stockholders of the corporation, the officers and directors of the corporation shall be the said Byard A. Cox, as President, Director and General Manager; Roger W. Tipps as Vice-President and Director; and Russell Landon as Secretary, Treasurer and Director.

#### ARTICLE VIII

The initial Bylaws of the corporation shall be adopted by its Board of Directors; and the power to repeal and amend Bylaws and adopt new Bylaws is hereby conferred upon the directors as well as the shareholders, to be exercised by such vote of such directors or of the allotted shares, as the case maybe, not less, however, than a majority thereof as may be fixed in the Bylaws.

#### ARTICLE IX

All or any meetings of the shareholders or of the Board of Directors may be held jointly or separately within or without the State of Idaho, upon notice, in writing, from the Board of Directors or as may be authorized by Chapter 1, Title 30, Idaho Code or by the Bylaws of the corporation.

#### ARTICLE X

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director, individually, or any firm of which said directors may be a member may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided, that

the fact that he or such firm is so interested shall be disclosed or shall have been disclosed to the Board of Directors or a majority thereof; any director of the corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum of a meeting of the Board of Directors of the corporation which shall authorize such contract or transaction and may vote thereat to authorize such contract or transaction, with a like force and effect as if he or she were not such director or officer of such other corporation or so interest.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 30<sup>th</sup> day of May, 1989.

  
BYARD A. COX

  
ROGER W. TIPPS


  
RUSSELL G. LANDON

STATE OF IDAHO )  
 )  
County of Bonneville )

On this 30<sup>th</sup> day of May, 1989, before me, the undersigned, a Notary Public in and for said State of Idaho, personally appeared BYARD A. COX, ROGER W. TIPPS and RUSSELL G. LANDON, know to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed

my official seal on the day and year of this certificate first  
above written.

  
NOTARY PUBLIC FOR IDAHO  
Residing at Idaho Falls, Idaho  
My Commission Expires: 4/24/93