



Department of State

CERTIFICATE OF INCORPORATION

LOUIS L. CLAFF

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 the original of the articles of incorporation of

R & G FOODS, INCORPORATED,

was filed in the office of the Secretary of State on the **First** day of **September** **Sixty-six** A.D. One Thousand Nine Hundred **Sixty-six** and **will be** **Microfilm** duly recorded on Film No. of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **fifty years existence** from the date hereof, with its registered office in this State located at **Boise Falls,** in the County of **Boise Falls.**

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 **1st** day of **September**, A.D., 19**66**.

Secretary of State.

ARTICLES OF INCORPORATION OF R & G FOODS, INCORPORATED,
Twin Falls, Idaho

all full age citizens of the United States,
We, the undersigned, hereby mutually agree to unite and
associate ourselves as a corporation, and for such purpose we
hereby make, execute and adopt the following Articles of
Incorporation.

ARTICLE I. The name of the corporation shall be R & G
FOODS, INCORPORATED.

ARTICLE II. The period of the existence of and the duration
of the life of this corporation shall be fifty (50) years.

ARTICLE III. The principal place of business and office of this
corporation shall be at the city of Twin Falls, County of Twin
Falls and State of Idaho. (MAILING ADDRESS: 214 Shoshone St. E.)

ARTICLE IV. The corporation shall have a seal.

ARTICLE V. The objects and purposes of this corporation are
to buy, sell and dispose of all types of foods, food stuffs,
and supplies commonly used for human consumption.

To own, operate, buy, sell, mortgage, or otherwise procure
or dispose of all types of cafes, restaurants, cafeterias,
franchises, and any and all other types of business where
food or drink is sold and served to the public.

To buy, sell, own, exchange, or otherwise pledge all types
of real property.

To buy, sell, own, exchange, or pledge all types of personal
property.

ARTICLE VI. The business and prudential offices of this
corporation shall be managed and controlled by a board of
three (3) directors to be elected annually at the annual
meeting of the stockholders.

ARTICLE VII. The names and residences of the persons who have been selected as the Board of Directors to manage the business and prudential affairs of this corporation for the first year are as follows:

NAME	ADDRESS
Norman R. Garlington	Twin Falls, Idaho
Richard Rowen	Twin Falls, Idaho
Earl E. Walker	Twin Falls, Idaho

ARTICLE VIII. The annual meeting of stockholders for the election of directors and for the transaction of other business shall be held at the office of the corporation on the second Saturday in January, 1967, and on the second Saturday of January of each year thereafter. The vote in the election for directors shall be by ballot, and the election may be conducted in such manner and form as may be provided by any by-laws that the corporation may adopt. One director shall be elected for a three-year term; one director shall be elected for a two-year term, and one director shall be elected for a one-year term and each director shall hold office until his successor is duly elected and qualified. At the first annual meeting thereafter, one director shall be elected for the term of three (3) years and at each annual election thereafter, one director shall be elected for the term of three (3) years, the intention being that one-third of such board of directors shall be elected annually.

ARTICLE IX. In all elections for directors each stockholder shall be entitled to one vote for each share of stock owned by him, for director.

ARTICLE X. The capital stock of this corporation shall be \$50,000.00 which shall be all common stock. The common stock shall be 50,000 shares of the par value of \$1.00 per share.

All stock shall be registered.

ARTICLE XI. Immediately upon the election of directors and the adjournment of the stockholders' meetings, or as soon thereafter as convenient, the directors so elected shall meet and organize by electing one of their number president, and one of their number vice-president and by electing from their number or from the stockholders (the same person if desired) a secretary and treasurer, each of whom shall perform such duties and powers as generally appertain to such offices and as may be stated or required of them by the by-laws (if any) or by the Board of Directors.

ARTICLE XII. All stockholders must vote in person and can not vote by proxy, and all persons holding in a fiduciary capacity, shall be entitled to vote the shares so held by them; and all persons whose stock has been pledged shall be entitled to vote the same unless the transfer of stock on the books of the corporation shall show that the pledgee is entitled to vote the same, and in all such cases, the pledgee only shall have the right to vote such stock.

ARTICLE XIII. This corporation shall have and hold a lien on all stock subscribed to secure the payment of subscriptions, and no sale or transfer of stock or shares shall avoid such lien; and as against this corporation, no sale or transfer of stock shall be valid and convey title to the shares unless entered upon the books of the corporation as required by the by-laws (if any).

ARTICLE XIV. The subscriptions for and the ownership of all stock in this corporation, are made and taken upon the condition that any holder of stock desiring to sell the same shall first offer his stock to the corporation at his lowest price and the corporation shall have 90 days in which to exercise its option to purchase the same. On its refusal to purchase, the stockholders shall have 30 days to exercise their option

to purchase said stock at said price and in proportion to the stock then held by them. After the expiration of such time, if said stock is not purchased by the corporation or the other stockholders, then and in that event the stockholder desiring to sell his stock shall be free to make any other sale of his stock that may be available to him.

ARTICLE XV. The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any amount or to any extent whatever.

ARTICLE XVI. The stock of this corporation shall be non-assessable.

ARTICLE XVII. These articles may be changed, altered or amended at any time at any authorized meeting of the stockholders by a vote of the stockholders representing a majority of the stock.

ARTICLE XVIII. That if and when the corporation shall desire to sell to its stockholders any stock over and above the shares issued at the time of incorporation, each stockholder shall have the right to purchase in proportion to the stock owned by each stockholder, as against the total stock issued at that time. In the event any indebtedness is paid on existing property, and the equity of the corporation in the business operated by it is increased, the corporation may issue stock to stockholders for such increase in equity, in proportion to the amount of stock owned by each stockholder, as against the total amount of stock issued and outstanding.

XIX. The names, and places of residence of the incorporating members, the subscribers hereto, and the number of shares subscribed by each of them in which each agrees to take, and which is fully paid for, are as follows:

NAME	ADDRESS	SHARES
Norman R. Garlington,	Twin Falls, Idaho	15,000
	214 Shoshone Street East	
Richard Rowen	Twin Falls, Idaho	15,000
	214 Shoshone Street East	
Earl E. Walker	Twin Falls, Idaho	1
	214 Shoshone Street East	

IN WITNESS WHEREOF, the parties hereto have set their hands
this 10th day of December, 1965.

Norman R. Garlington
Richard Rowen
Earl E. Walker

STATE OF IDAHO

COUNTY OF TWIN FALLS

} SS.

Now on this 10th day of December, 1965, before me, the undersigned, a Notary Public for the State of Idaho and residing in Twin Falls, Idaho, personally appeared Norman R. Garlington, Richard Rowen and Earl E. Walker, known to me to be the persons whose names are subscribed to the above instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

Bobbie E. Humphrey
NOTARY PUBLIC--Twin Falls, Idaho