

State of Idaho

Department of State

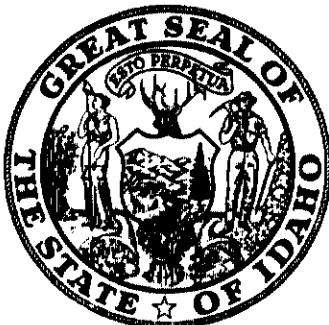
CERTIFICATE OF INCORPORATION OF

TREASURE VALLEY FOODS 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: May 26, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Valerie Taylor*

ARTICLES OF INCORPORATION
OF
TREASURE VALLEY FOODS INC.

KNOW ALL MEN BY THESE PRESENTS: THAT CHERYL COLEMAN
BEING OVER THE AGE OF TWENTYONE(21)YEARS, A RESIDENT OF THE
UNITED STATES AND THE STATE OF IDAHO, AND FOR THE PURPOSE
OF FORMING A CORPORATION UNDER THE IDAHO BUSINESS CORPORATION
ACT TITLE 30 CHAPTER 1, HEREBY CERTIFIES AND ADOPTS IN DUPLICATE
THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I.

THE NAME OF THIS CORPORATION SHALL BE TREASURE VALLEY FOODS INC.,
AND ITS EXISTENCE SHALL BE PERPETUAL.

ARTICLE II.

THE PURPOSES AND OBJECTS OF THIS CORPORATION ARE AS FOLLOWS:

1. TO ENGAGE IN THE BUSINESS OF RESTAURANT OPERATIONS.
2. TO ENGAGE IN GENERALLY AND CARRY ON ANY LAWFUL BUSINESS
OR TRADE WHICH MAY, IN THE JUDGEMENT OF THE BOARD OF
DIRECTORS, AT ANY TIME BE NECESSARY, USEFUL, OR
ADVANTAGEOUS TO THIS CORPORATION.
3. IN FURTHERANCE OF AND NOT IN LIMITATION OF THE GENERAL
POWERS CONFERRED BY THE LAWS OF THE STATE OF IDAHO,
IT IS EXPRESSLY PROVIDED THAT THIS CORPORATION SHALL
ALSO HAVE THE FOLLOWING PURPOSES:
 - A. TO ACQUIRE REAL PROPERTY AND IMPROVEMENTS FOR ANY
LAWFUL PURPOSE TO WHICH THE SAME MIGHT BE PUT.
 - B. TO ACQUIRE REAL PROPERTY AND IMPROVEMENTS FOR
GENERAL INVESTMENT PURPOSES. THIS SUBSECTION IS
NOT BY WAY OF LIMITATION.
 - C. TO ACQUIRE BY PURCHASE OR OTHERWISE AND TO OWN,
HOLD, CANCEL, REISSUE, SELL, PLEDGE, AND OTHERWISE
DEAL IN THE STOCK OF THIS CORPORATION, PROVIDED THAT
THE MONEY OR PROPERTY OF THIS CORPORATION SHALL NOT
BE USED FOR PURCHASE OF SHARES OF ITS OWN STOCK WHEN
SUCH USE WOULD CAUSE ANY IMPAIRMENT OF THE CAPITAL
OF THE CORPORATION. THE CORPORATION SHALL NOT BE
ENTITLED TO VOTE, EITHER DIRECTLY, OR INDIRECTLY, ON
ANY SHARES OF ITS OWN STOCK WHICH IT MAY HOLD.

TREASURE VALLEY FOODS INC.
SECTION II.3 CONTINUED
PAGE TWO

- D. TO ACQUIRE BY PURCHASE OR OTHERWISE, AND TO OWN, HOLD, CANCEL, REISSUE, SELL, PLEDGE, AND OTHERWISE DEAL IN THE BONDS, DEBENTURES, NOTES, AND OTHER SECURITIES AND OBLIGATIONS OF THIS CORPORATION.
- E. TO BORROW MONEY AND GIVE SECURITY THEREFOR.
- F. TO ENTER INTO, MAKE, PERFORM AND CARRY OUT CONTRACTS OF EVERY KIND FOR ANY LAWFUL PURPOSES PERTAINING TO ITS BUSINESS, WITH ANY INDIVIDUAL, ENTITY, FIRM, ASSOCIATION, OR CORPORATION, OR WITH ANY GOVERNMENTAL, MUNICIPAL, OR PUBLIC AUTHORITY, DOMESTIC OR FOREIGN.
- G. TO DO EVERYTHING NECESSARY, PROPER, CONVENIENT, OR INCIDENTAL TO THE ACCOMPLISHMENTS OF THE PURPOSES AND OBJECTS OF THIS CORPORATION, OR WHICH IS CALCULATED DIRECTLY OR INDIRECTLY TO PROMOTE THE WELFARE OR INTERESTS OF THE CORPORATION OR ENHANCE THE VALUE OR RENDER PROFITABLE ANY OF ITS PROPERTY OR RIGHTS.
- H. TO DO ANY AND ALL OF THE THINGS IN THIS ARTICLE SET FORTH TO THE SAME EXTENT A NATURAL PERSON MIGHT OR COULD DO, AND IN ANY PART OF THE WORLD, AS PRINCIPALS, AGENTS, CONTRACTORS, TRUSTEES, OR OTHERWISE, EITHER ALONE OR IN COMPANY OF OTHERS.
- I. TO DO ANY AND ALL THINGS AN ACTUAL PERSON MIGHT DO EXCEPT AS THE SAME MAY BE LIMITED WITH REFERENCE TO CORPORATE LAWS OF THE STATE OF IDAHO. TO DO ANY AND ALL THINGS WHICH A CORPORATION IS EMPOWERED TO DO BY THE LAWS OF THE STATE OF IDAHO OR WHICH THE LAWS OF THE STATE OF IDAHO MAY HEREAFTER PERMIT. NO PROVISIONS OF ARTICLE II ARE TO IN ANY WAY, LIMIT THE POWER OF THIS CORPORATION OR THE PURPOSES OF THE CORPORATION.

PROVIDED HOWEVER, THAT NOTHING HEREIN CONTAINED SHALL BE DEEMED TO AUTHORIZE OR PERMIT THE CORPORATION TO CARRY ON BUSINESS, TO EXERCISE ANY POWER OR TO DO ANY ACT WHICH A CORPORATION FORMED UNDER THE IDAHO BUSINESS CORPORATION ACT TITLE 30, CHAPTER 1 OF IDAHO, OR ANY AMMENDMENT THERETO OR SUBSTITUTE THEREOF, MAY NOT AT ANY TIME LAWFULLY CARRY ON OR DO.

TREASURE VALLEY FOODS INC.
ARTICLES OF INCORPORATION
PAGE THREE

ARTICLE III.

SHAREHOLDERS OF THIS CORPORATION SHALL HAVE PRE-EMPTIVE RIGHTS TO ACQUIRE ADDITIONAL SHARES OFFERED FOR SALE BY THE CORPORATION

ARTICLE IV.

1. THE LOCATION, POST OFFICE ADDRESS, AND COUNTY OF THE INITIAL REGISTERED BUSINESS OFFICE OF THE CORPORATION IN THIS STATE SHALL BE: 623 S. MAIN, MOSCOW, IDAHO 83843. LATAH COUNTY
2. THE INITIAL REGISTERED AGENT OF THE CORPORATION SHALL BE: DR. THOMAS M. BOWEN
WHOSE ADDRESS IS 623 S MAIN, MOSCOW, IDAHO 83843.

ARTICLE V.

THE TOTAL NUMBER OF SHARES OF STOCK AUTHORIZED AND WHICH MAY BE ISSUED BY THIS CORPORATION IS 100 SHARES, ALL OF WHICH SHALL CONSIST OF ONE CLASS, NON-PAR.

ARTICLE VI.

THE CORPORATION RESERVES THE RIGHT TO AMMEND, ALTER, CHANGE, OR REPEAL ANY PROVISIONS CONTAINED IN ITS ARTICLES OF INCORPORATION IN ANY MANNER NOW AND HEREAFTER PRESCRIBED OR PERMITTED BY STATUE. ALL RIGHTS OF STOCKHOLDERS OF THE CORPORATION ARE GRANTED SUBJECT TO THIS RESERVATION.

ARTICLE VII.

THE AMOUNT OF PAID IN CAPITAL WITH WHICH THE CORPORATION WILL BEGIN BUSINESS IS \$500.00.

ARTICLE VIII.

1. THE NUMBER OF THE DIRECTORS OF THE CORPORATION SHALL BE FIXED AS PROVIDED IN THE BY-LAWS, AND MAY BE CHANGED FROM TIME TO TIME, BY AMMENDING THE BY-LAWS, AS THEREIN PROVIDED, BUT THE NUMBER OF DIRECTORS SHALL NOT BE LESS THAN THREE NOR MORE THAN NINE.

TREASURE VALLEY FOODS INC.
ARTICLE VIII.3 CONTINUED
PAGE FOUR

2. IN FURTHERANCE OF AND NOT IN LIMITATION OF THE POWERS CONFERRED BY THE LAWS OF THE STATE OF IDAHO, THE BOARD OF DIRECTORS IS EXPRESSLY AUTHORIZED TO MAKE, ALTER, AND REPEAL THE BY-LAWS OF THE CORPORATION, SUBJECT TO THE POWER OF THE STOCKHOLDERS OF THE CORPORATION TO CHANGE OR REPEAL SUCH BY-LAWS.
3. THE CORPORATION MAY ENTER INTO CONTRACTS AND OTHERWISE TRANSACT BUSINESS AS VENDOR, PURCHASER, OR OTHERWISE WITH ITS DIRECTORS, OFFICERS AND STOCKHOLDERS AND WITH CORPORATIONS, ASSOCIATIONS, FIRMS, AND ENTITIES IN WHICH THEY ARE OR MAY BECOME INTERESTED AS DIRECTORS, OFFICERS, SHAREHOLDERS, MEMBERS OR OTHERWISE AS FREELY AS THOUGH ADVERSE INTERESTS DID NOT EXIST, EVEN THROUGH THE VOTE, ACTION OR PRESENCE OF SUCH DIRECTOR, OFFICER OR STOCKHOLDER MAY BE NECESSARY TO OBLIGATE THE CORPORATION UPON SUCH CONTRACTS OR TRANSACTIONS; AND IN THE ABSENCE OF FRAUD, NO SUCH CONTRACT OR TRANSACTION SHALL BE VOIDED AND NO SUCH DIRECTOR, OFFICER OR STOCKHOLDER SHALL BE HELD LIABLE TO ACCOUNT TO THE CORPORATION, BY REASON OF SUCH ADVERSE INTERESTS OR BY REASONS OF ANY FIDUCIARY RELATIONSHIP TO THE CORPORATION ARISING OUT OF SUCH OFFICE OR STOCK OWNERSHIP, FOR ANY PROFIT OR BENEFIT REALIZED BY HIM THROUGH ANY SUCH CONTRACT OR TRANSACTION; PROVIDED THAT IN THE CASE OF DIRECTORS AND OFFICERS OF THE CORPORATION (BUT NOT IN THE CASE OF STOCKHOLDERS WHO ARE NOT DIRECTORS OR OFFICERS) THE NATURE OF THE INTEREST OF SUCH THEREOF, BE DISCLOSED OR KNOWN TO THE BOARD OF DIRECTORS OF THE CORPORATION, AT A MEETING THEREOF AT WHICH SUCH CONTRACT OR TRANSACTION IS AUTHORIZED OR CONFIRMED. A GENERAL NOTICE THAT A DIRECTOR OR OFFICER OF THE CORPORATION IS INTERESTED IN ANY CORPORATION, ASSOCIATION, FIRM OR ENTITY SHALL BE SUFFICIENT DISCLOSURE AS TO SUCH DIRECTOR OR OFFICER WITH RESPECT TO ALL CONTRACTS AND TRANSACTIONS WITH THAT CORPORATION, ASSOCIATION, FIRM, OR ENTITY.
4. ANY CONTRACT, TRANSACTION, OR ACT OF THE CORPORATION OR OF THE DIRECTORS OR OF ANY OFFICERS OF THE CORPORATION WHICH SHALL BE RATIFIED BY A MAJORITY OR A QUORUM OF THE STOCKHOLDERS OF THE CORPORATION AT ANY ANNUAL MEETING OR SPECIAL MEETING CALLED FOR SUCH PURPOSE, SHALL BE INsofar AS PERMITTED BY LAW, BE VALID AND AS BINDING AS THOUGH RATIFIED BY EVERY STOCKHOLDER OF THE CORPORATION.

TREASURE VALLEY FOODS INC.
ARTICLES OF INCORPORATION
PAGE FIVE

ARTICLE IX.

THE FIRST DIRECTORS OF THIS CORPORATION SHALL BE SIX IN
NUMBER AND THEIR POST OFFICE ADDRESSES ARE AS FOLLOWS:

ROBERT M. JARRETT,	1425 E 5TH ST.,	MOSCOW, IDAHO 83843
JANICE K. JARRETT,	1425 E 5TH ST.,	MOSCOW, IDAHO 83843
FRANCIS D. COLEMAN,	1131 HOWELL RD.,	TROY, IDAHO 83871
CHERYL COLEMAN,	1131 HOWELL RD.,	TROY, IDAHO 83871
THOMAS M. BOWEN,	120 N. ADAMS ST.,	MOSCOW, IDAHO 83843
PATTI A. BOWEN,	120 N. ADAMS ST.,	MOSCOW, IDAHO 83843

THE TERM OF THE FIRST DIRECTORS SHALL BE UNTIL THE FIRST ANNUAL
MEETING OF THE STOCKHOLDERS OF THE CORPORATION, TO BE HELD ON
JULY 15TH OR THE NEXT BUSINESS DAY AND UNTIL THEIR SUCCESSORS
ARE ELECTED AND QUALIFIED.

ARTICLE X.

THE NAME AND THE POST OFFICE ADDRESS OF THE INCORPORATOR SHALL
BE AS FOLLOWS: CHERYL COLEMAN, 1131 HOWELL RD., TROY, IDAHO 83871.
IN WITNESS WHEREOF, THE INCORPORATOR HEREIN ABOVE NAMED HAS SET
HER HAND IN TRIPLICATE, THIS 3RD DAY OF MAY, 1993.

Cheryl Coleman

STATE OF IDAHO) ss.
COUNTY OF LATAH)

ON THIS DAY PERSONALLY APPEARED BEFORE ME
KNOWN TO BE THE INDIVIDUAL DESCRIBED IN AND WHO EXECUTED THE
WITHIN AND FOREGOING ARTICLES OF INCORPORATION AND ACKNOWLEDGED
THAT SHE SIGNED THE SAME AS HER VOLUNTARY ACT AND DEED, FOR USES
AND PURPOSES THEREIN MENTIONED.

GIVEN UNDER MY HAND AND OFFICIAL SEAL THIS 18th DAY OF May, 1993

NOTARY PUBLIC IN AND FOR THE STATE OF
IDAHO, RESIDING AT MOSCOW.

Kim Mitchell
exp 11-8-97

TREASURE VALLEY FOODS INC.

PAGE SIX

AFFIDAVIT RE NON PAR STOCK
OF
TREASURE VALLEY FOODS INC.

STATE OF IDAHO)
) ss.
COUNTY OF LATAH)

CHERYL COLEMAN BEING FIRST DULY SWORN, UPON OATH, DEPOSES AND SAYS: THAT SHE IS THE SOLE INCORPORATOR OF TREASURE VALLEY FOODS INC. AND TO THE BEST OF HER KNOWLEDGE AND BELIEF THE VALUE OF THE ASSETS RECEIVED AND TO BE RECEIVED BY SAID CORPORATION IN RETURN FOR THE ISSUANCE OF ITS NON PAR STOCK WILL NOT EXCEED THE SUM OF \$300,000.

THIS AFFIDAVIT IS MADE FOR THE PURPOSE OF FIXING FEES AND ANNUAL LICENSE FEES TO BE PAID BY SUCH CORPORATION UNDER THE LAWS OF THE STATE OF IDAHO.

Cheryl Coleman
CHERYL COLEMAN

SUBSCRIBED AND SWORN TO BEFORE ME ^{18th} THIS 3RD DAY OF MAY, 1993.

Kim Mitchell
NOTARY PUBLIC IN AND FOR THE
STATE OF IDAHO, RESIDING AT Moscow
exp 11-8-97

CONSENT TO SERVE AS REGISTERED AGENT

I, THOMAS M. BOWEN, HEREBY CONSENT TO SERVE AS REGISTERED AGENT IN THE STATE OF IDAHO, FOR THE FOLLOWING CORPORATION:
TREASURE VALLEY FOODS INC.

I UNDERSTAND THAT AS AGENT FOR THE CORPORATION, IT WILL BE MY RESPONSIBILITY TO RECEIVE SERVICE OF PROCESS IN THE NAME OF THE CORPORATION; TO FORWARD ALL MAIL TO THE CORPORATION; AND TO IMMEDIATELY NOTIFY THE OFFICE OF THE SECRETARY OF STATE IN EVENT OF MY RESIGNATION, OR OF ANY CHANGES IN THE REGISTERED OFFICE ADDRESS OF THE CORPORATION FOR WHICH I AM AGENT.

MAY 3, 1993

THOMAS M. BOWEN (SIGNATURE OF AGENT)

623 S MAIN MOSCOW, IDAHO 83843
(REGISTERED OFFICE ADDRESS)