

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

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

TAXI, INC.

was filed in the office of the Secretary of State on the **Twenty-second** day of **October** A.D. One Thousand Nine Hundred **Sixty-five** and ~~will be~~ duly recorded on Film No. ~~microfilm~~ 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

~~perpetual existence~~ from the date hereof, with its registered office in this State located at

Boise,

in the County of

Ada.

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 **22nd** day of **October**, A.D., 19 **65**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
TAKS, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Laws of the State of Idaho, and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

ARTICLE I

The name of this corporation is: TAKS, INC.

ARTICLE II

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

(a) To conduct a loan or brokerage business of financing general food supply or food brokerage or warehousing businesses; to discount agreements made by food dealers in purchase or sale of any commodities; to finance farm or crop mortgages; to purchase, finance or discount commercial paper and warehouse receipts; to purchase or otherwise acquire open accounts receivable, notes, drafts and acceptances from manufacturers, possessors, jobbers and brokers, and the installment lien obligations, covering any and all sales on any merchandise or other commodities; to purchase, loan upon, acquire or otherwise sell and dispose of any and all installment lien obligations, or indebtedness incurred or to be incurred by any written instruments, and to guarantee, pledge, borrow or raise money for any such investment in any way and to do such other financing as may be for the welfare of the corporation.

(b) To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain, or any interest therein, either as tenant in common or otherwise, and selling or otherwise disposing of the same, or any part thereof, or interest therein.

(c) To carry on the business of public and private warehousing and all the business necessarily or impliedly incidental thereto, and to further carry on the business of general warehousing in all its several branches; to construct, hire, purchase, operate, and maintain all of any means or conveyances for the transportation to and from storage by land or by water of any and all products, goods, wares, merchandise, or manufactured articles; to issue certificates, warrants, and receipts, negotiable or otherwise, to persons warehousing goods with the company, and to make, negotiate, or secure advances or loans upon the security of such stored merchandise and products or otherwise; to manufacture, sell, lease, rent, and trade in all goods and things usually dealt in by warehousemen; to construct, purchase, take on lease, or otherwise acquire any wharf, pier, dock, warehouse, storage room, or other premises deemed capable of being advantageously used in connection with the business of the company, and generally to carry on and undertake any and all business undertaking, transaction, or operation commonly carried on or undertaken by warehousemen.

(d) To carry on and engage in the general business of the sale, at retail and wholesale, and as principal, agent, broker or distributor of food and food products of every type and kind, either manufactured, processed, or in their natural state; further, to act in such capacities with respect to the sale, as selling agent or to its own account, of frozen food products and all other products which may be consumed by the public, and as may be handled by restaurants, supermarkets, and allied businesses utilizing any of said products.

(e) To buy, sell, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, buildings and real property, hereditaments and appurtenances of all types and kinds and wheresoever situate, and of any interest and rights therein to the same extent as natural persons might or could do, and without limitation as to amount.

(f) To acquire by purchase, subscription or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge, or otherwise dispose of any shares of capital stock, script, bonds, mortgages, securities, or other evidences of indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder thereof, to possess and exercise in respect thereto any and all rights, powers and pledges of ownership, including the right to vote thereon.

(g) To make, perform and carry out contracts of every kind and description, made for every lawful purpose without limitation to amount, with any person, firm, association or corporation, either public or private, or within any territory or state or any agency thereof.

(h) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes and any other evidence of indebtedness,

and for the purpose of securing any of its obligations and/or contracts; to transfer, convey, deliver, mortgage and/or pledge all or any part of its property or assets, real or personal at any time owned or held by the corporation, upon such terms and conditions as the Board of Directors shall authorize and as may be permitted by law.

(i) To acquire, hold, sell, reissue, or cancel any shares of its own capital stock; provided, however, that this corporation may not use any of its funds or property for the purchase of its own capital stock when such use would cause any impairment of the capital stock of the corporation; and provided, further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

(j) To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation or association and to conduct in any lawful manner the business so acquired; and to exercise all the powers necessary or convenient for the conduct, management and carrying on of such business.

(k) To buy, sell, acquire, hold or mortgage, pledge, lease, assign, transfer, trade and deal in any and all types of personal property.

(l) To have one or more offices to carry on any part of its operations and business, and to do any and all things necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or of the attainment of any of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which may now or hereafter be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principal or agent, and either alone or in conjunction with any person, firm, association or corporation; and

(m) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the General Corporation Laws of said State, or under any act or acts amendatory thereof or supplemental thereto or substituted therefor.

The foregoing clauses are to be construed both as objects and powers, and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation.

ARTICLE III

This corporation shall have perpetual existence.

ARTICLE IV

The location of the principal office for the transaction of business of the corporation shall be in the City of Boise, County of Ada, State of Idaho.

ARTICLE V

The amount of the capital stock of this corporation is Fifty Thousand Dollars (\$50,000.00), which shall be divided into 50,000 shares of common stock of the par value of \$1.00 per share, all of which stock shall have equal rights and privileges.

ARTICLE VI

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of stock of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

ARTICLE VII

The names and post office addresses of the incorporators are and the number of shares subscribed for by each are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
T. J. Jones, III	1611 W. Jefferson St., Boise, Idaho	1
Claudia H. Spencer	1110 Pueblo, Boise, Idaho	1
Judith A. Gillam	1104 Mercer Street, Boise, Idaho	1

ARTICLE VIII

The number of directors in the corporation shall be specified in the By-laws, and such number may be from time to time increased or decreased, in such manner as may be prescribed by the By-laws of the corporation; provided, however, that the number of directors of the corporation shall not be less than three (3) nor more than seven (7). Provided, further, that the first Board of Directors shall be four (4) in number.

ARTICLE IX

The corporation reserves the right to amend, endorse, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, by a majority vote of the shareholders, represented in person or by proxy, at any annual meeting of the shareholders, or at any meeting duly called for that purpose, excepting only where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 21st day of October, 1965.

T. J. Jones III
T. J. Jones, III

Claudia H. Spencer
Claudia H. Spencer

Judith A. Gillam
Judith A. Gillam

STATE OF IDAHO)
 : ss.
County of Ada)

On this 21st day of October, 1965, before me, the undersigned, a Notary Public in and for said State, personally appeared T. J. JONES, III, CLAUDIA H. SPENCER and JUDITH A. GILLAM, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

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

[Signature]
Notary Public for Idaho
Residing at Boise, Idaho