



**CERTIFICATE OF INCORPORATION  
OF**

**KMJ DIET CENTERS, 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: September 8, 1987



*Pete T. Cenarrusa*  
\_\_\_\_\_  
SECRETARY OF STATE

by: *Sandra M. Martin*

ARTICLES OF INCORPORATION  
OF  
KMJ DIET CENTERS, INC.

REC- 3  
SEP 3 10 00

I, the undersigned, being a natural person of full age, and a citizen of the United States or of its territories or possessions, have this day executed these Articles for the purpose of forming a private corporation under the laws of the State of Idaho and to that end hereby adopt these Articles of Incorporation as follows:

ARTICLE ONE  
NAME OF CORPORATION

The name of the corporation is KMJ DIET CENTERS, INC.

ARTICLE TWO  
PURPOSE OF INCORPORATION

The nature of the business and the objects and purposes to be transacted, promoted, and carried on by the corporation are to do any and all of the things herein mentioned as fully and to the same extent a natural person might or could do in any part of the world a follows:

To transact any or all lawful business for which corporations may be incorporated under the "Idaho Business Corporation act" as it is presently constituted or may hereinafter be amended.

ARTICLE THREE  
DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR  
REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent of the corporation shall be Keith Jensen and the initial registered office shall be located at 99 Cedar Hills Drive, Pocatello, Idaho 83204.

ARTICLES OF INCORPORATION  
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## ARTICLE FIVE STOCK

The total number of par value shares which the corporation shall have authority to issue is 50,000 shares each having a par value of \$10.00, the aggregate par value of the total authorized number of par value shares is \$500,000.00. There are no authorized shares without par value.

The stock of the corporation is divided into 50,000 shares of a single class, each share having equal rights and each share having one vote. All stock when fully paid for shall be non-assessable.

## ARTICLE SIX BOARD OF DIRECTORS & BY LAWS

The corporation shall have the power to establish a Board of Directors and adopt appropriate By-Laws. The duties of the Board of Directors and its officers shall be established by the By-Laws of the corporation. The Board of Directors shall have the authority to amend the By-Laws of the corporation by a vote of the majority of the Board of Directors. However, the Board of Directors shall not have the power to sell the business nor to sell a significant part of the corporation assets without first obtaining the approval of two-thirds (2/3) of the shareholders in the corporation. Each member of the Board of Directors need not be a shareholder of the corporation.

The original member of the Board of Directors who shall serve until the first regular meeting of the shareholders or until his successors shall qualify is:

Keith Jensen

99 Cedar Hills Drive  
Pocatello, Idaho 83204

Marian Jensen

99 Cedar Hill Drive  
Pocatello, Idaho 83204


ARTICLE SEVEN  
INCORPORATOR

The name and address of the incorporator is:

Philip A. Packer

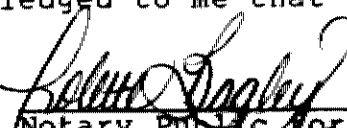
P.O. Box 70  
Rexburg, Idaho 83440

Executed in duplicate this 31<sup>st</sup> day of August, 1987.

  
Philip A. Packer  
Incorporator

STATE OF IDAHO       )  
                              :SS  
COUNTY OF MADISON   )

On this 31<sup>st</sup> day of August, 1987, before me, a  
Notary Public in and for said State, personally appeared Philip  
A. Packer, known to me to be the person whose name is subscribed  
to the within instrument, and acknowledged to me that he executed  
the same.

  
Notary Public for Idaho  
Residing In: Rexburg  
My Commission Expires: 10-1-92