

# State of Idaho

## Department of State.

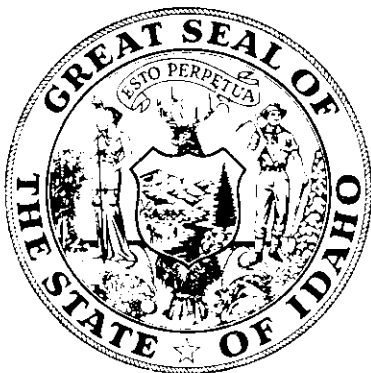
### AMENDED CERTIFICATE OF AUTHORITY OF

AMPCO FOODS INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of AMPCO FOODS INC.  
\_\_\_\_\_ for an Amended Certificate of Authority to transact business in this State, duly signed and verified 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 Amended Certificate of Authority to BASIC AMERICAN FOODS  
\_\_\_\_\_ to transact business in this State under the name \_\_\_\_\_  
BASIC AMERICAN FOODS and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated December 20, 19 82.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

**APPLICATION FOR AMENDED CERTIFICATE  
OF AUTHORITY**

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, **Idaho Code**, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

1. A Certificate of Authority was issued to the corporation by your office on October 24, 19 55, authorizing it to transact business in the State of Idaho under the name of AMPCO FOODS INC.

2. Its corporate name has been changed to BASIC AMERICAN FOODS

(Note: If the corporation name has not been changed, insert "No change.")

3. The name which it shall use hereafter in the State of Idaho is BASIC AMERICAN FOODS INC.

Note: If the corporate name has been changed and the new name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or any abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Idaho. If a professional service corporation, add the appropriate word in place of those listed above.)

4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:

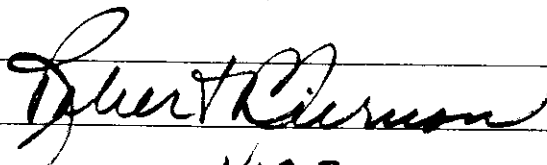
No change

(Note: If no additional purposes are proposed, insert "No change.")

Dated Nov 18, 19 82

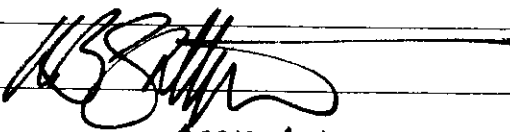
BASIC AMERICAN FOODS

By



Its VICE President

And



Its ASSISTANT Secretary

STATE OF California )

) ss:

COUNTY OF San Francisco )

I, Patricia A. Leonard, a notary public, do hereby certify that on this 18th day of November, 19 82, personally appeared

(continued on reverse)

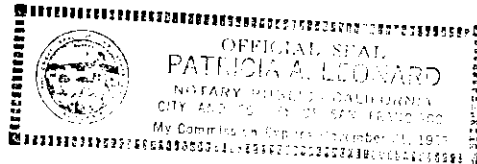
before me Robert P. Tiernan, who being by me first duly sworn,  
declared that he is the Vice President of \_\_\_\_\_

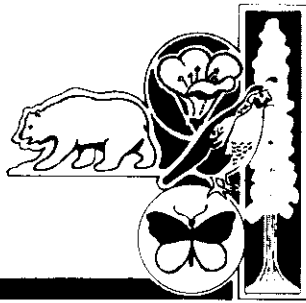
BASIC AMERICAN FOODS

that he signed the foregoing document as Vice President of the corporation and  
that the statements therein contained are true.

Patricia A. Leonard

Notary Public





# State of California

OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute  
this certificate and affix the Great  
Seal of the State of California this

*1960*



*March Fong Eu*

Secretary of State

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**FILED**  
In the office of the Secretary of State  
of the State of California

NOV1 1982

MARCH FONG EU, Secretary of State

Deputy

RESTATED ARTICLES OF INCORPORATION

OF

BASIC AMERICAN FOODS  
(formerly Ampco Foods Inc.)

MILTON F. EBERHARD and ROBERT P. TIERNAN certify  
that:

1. They are the president and secretary, respectively, of AMPCO FOODS INC., a California corporation.

2. The articles of incorporation of this corporation are amended and restated to read as follows:

One: The name of the corporation is:

Basic American Foods.

Two: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

Three: The corporation elects to be governed by all of the provisions of the General Corporation Law of 1977 not otherwise applicable to it under chapter 23 thereof.

Four: The corporation is authorized to issue two classes of shares, designated respectively Class A Common and Class B Common; the number of Class A Common shares which the corporation is authorized to issue is 100,000, and the number of Class B Common shares which the corporation is authorized to issue is 300,000.

No distinction shall exist between the Class A Common shares and the Class B Common shares of the corporation or the holders thereof, except that the holders of Class A Common shares issued and outstanding, except where otherwise provided by law or by these Articles of Incorporation, shall have and possess the exclusive right to notice of shareholders' meetings and the exclusive voting rights and powers, and the holders of Class B Common shares shall not be entitled to any notice of shareholders' meetings or to vote upon the election of directors or upon any questions

affecting the management or affairs of this corporation, except where such notice or vote is required by law or by these Articles of Incorporation.

Five: (A) There shall be no power to levy any assessment upon any share of stock.

(B) The shareholders of this corporation shall have the pre-emptive right to subscribe to any and all issue of shares or securities of this corporation.

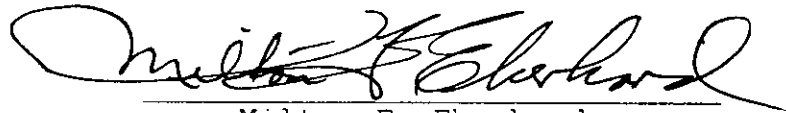
(C) The number of directors of this corporation may be changed by a by-law duly adopted by the shareholders.

(D) By agreement executed and deposited with the corporation any shareholder may agree not to sell, transfer, encumber or otherwise dispose of any share of his stock without giving a first refusal to the other shareholders by notice to that effect deposited with the Secretary of this corporation, all as may be provided in said agreement, and if said agreement so provides, any certificate representing the shares of any shareholder so agreeing may be so endorsed. Any attempted dealing in respect of any shares of stock of this corporation in violation of any such agreement shall be null and void.

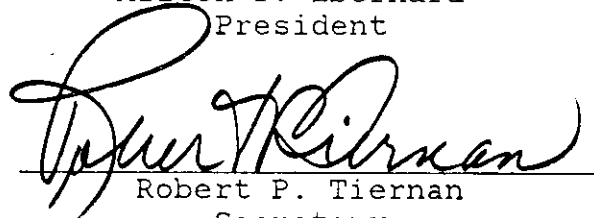
3. The foregoing amendments and restatement of articles of incorporation have been approved by the board of directors of said corporation.

4. The foregoing amendments and restatement of articles of incorporation have been approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares entitled to vote with respect to the amendments is 40,008.2273. The number of shares voting in favor

of the amendment equaled or exceeded the vote required. The percentage vote required was a majority of the outstanding shares entitled to vote.



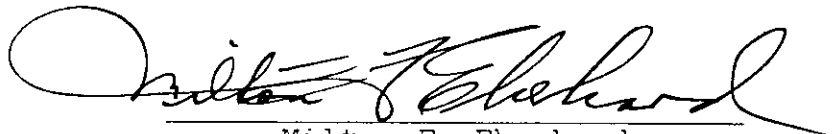
Milton F. Eberhard  
President



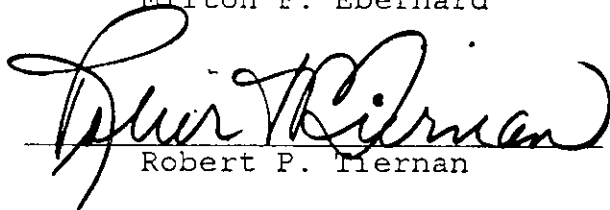
Robert P. Tiernan  
Secretary

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge.

Executed at San Francisco, California on  
October 22 1982.



Milton F. Eberhard



Robert P. Tiernan