



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

NELSON'S FOODS, INC.

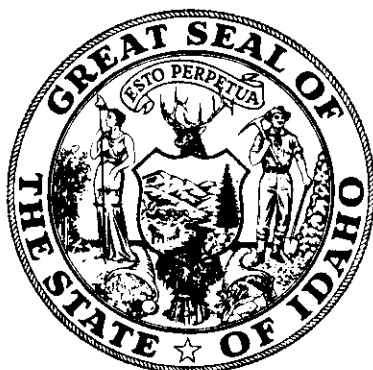
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

NELSON'S FOODS, INC.

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 22, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

SEP 22 8 52 AM '80

SECRETARY OF STATE
ARTICLES OF INCORPORATION
OF

NELSON'S FOODS, INC.

WE, THE UNDERSIGNED, acting as incorporators of a corporation hereinafter referred to as the "Corporation" under the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

FIRST

The name of the corporation is and shall be Nelson's Foods, Inc.

SECOND

The purposes of the corporation are as follows:

To buy and sell, export, import, lease, exchange and generally deal in real and personal property of every class and description.

To engage in the business of merchandising, purchasing, selling, distributing and otherwise dealing in the wholesale and retail grocery and meat products business; to buy, sell, import, export, trade, deal in groceries and grocery products of every nature and description.

To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and with goods, wares and merchandise.

To act as agents for the purchase, sale and handling of goods, wares and merchandise.

To act as agents for the purchase, sale and handling of goods, wares and merchandise of any and all types and descriptions for the account of the corporation or as factor, agent, procurer, or otherwise for or on behalf of another.

To manufacture, repair, replace, produce, or otherwise acquire, alter or repair merchandise of every class, nature and description, whether as principal or agent, whether now known or hereafter to be discovered or invented.

To deal in stocks, bonds, or other securities, investments, including the purchase and sale of the same, and in particular to purchase and sell, deal in or trade stocks issued by this corporation, and to acquire its own stock in such manner and upon such terms and conditions as the Board of Directors may determine to be in the best interests of the corporation.

To purchase, lease, mortgage, deal in or with all and every class and kind of real estate.

The purposes specified herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of

the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

To likewise do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either along or in association with other corporations, firms or individuals, and to enter into, make, perform and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state or government, or any subdivision or district thereof, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

THIRD

The duration of this corporation shall be perpetual.

FOURTH

The location and Post Office address of the registered office of the corporation in the State of Idaho is 1924 H Street, Rupert, Minidoka County, Idaho. The name of the Registered Agent is: Clinton D. Nelson, whose address is 1924 H Street, Rupert, Minidoka County, Idaho.

FIFTH

The total authorized number of shares of this corporation is Twenty Thousand (20,000) shares with \$10.00 par value. The aggregate par value of the total authorized number of par value shares is Two Hundred Thousand & No/100 (\$200,000.00) Dollars. The stock of the corporation is of but one class: Common, which stock shall not be subject to assessment.

SIXTH

It is hereby expressly provided that no person shall be eligible to be a stockholder of this corporation except the original stockholders, their heirs or persons designated by the Board of Directors.

It is also made a part of the contract of subscription to stock of this corporation, for the purchase of stock by each subscriber or purchaser, that, in order to carry out the provisions of this section, every shareholder or stockholder, before selling such stock belonging to him, shall offer to sell the same to the corporation at the fair book value of such stock at the time such offer is made, and in case of disagreement as to what such book value is at such time, such matter in dispute shall be arbitrated.

Any attempted sale of such stock to a person or persons ineligible to own stock in this corporation shall be void.

Corporation hereby reserves the right to purchase

at the book value any share or shares of stock which may by any means or method become the property of persons, corporations or associations ineligible to be stockholders in this corporation.

The provisions of this section shall be printed upon the face of, and be a part of, each and every certificate of stock issued by this corporation.

SEVENTH

The names and Post Office addresses of the incorporators and initial directors of the corporation, and the number of shares of stock subscribed by each are as follows:


<u>NAMES</u>	<u>ADDRESSES</u>	<u>SHARES</u>
Clinton D. Nelson	1924 H Street Rupert, Idaho 83350	1
Betty R. Nelson	1924 H Street Rupert, Idaho 83350	1

EIGHTH

The power to repeal and amend By-Laws and adopt new By-Laws shall rest with the Board of Directors by a majority vote of the directors.

IN WITNESS WHEREOF, the incorporators above named have signed their names this 9th day of September, 1960.


Clinton D. Nelson


Betty R. Nelson

