

CERTIFICATE OF AUTHORITY
OF

THE DAISY BAKING COMPANY, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **THE DAISY BAKING COMPANY, INC.**

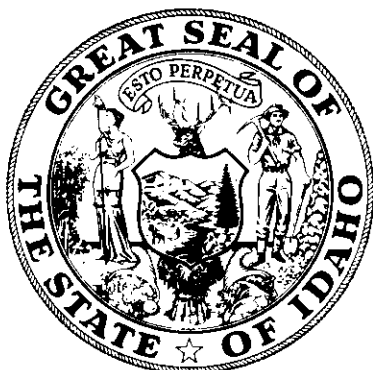
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **THE DAISY BAKING COMPANY, INC.**

to transact business in this State under the name **THE DAISY BAKING COMPANY, INC.**

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated April 11, 19 80



Pete T. Cenarrusa

SECRETARY OF STATE

Musem E. Artiach
Corporation Clerk

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>5,000</u>	<u>COMMON</u>	<u>\$1.00 per share par value</u>

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated APRIL 4, 19 80.

THE DAISY BAKING COMPANY, INC.

By

Ted H. Fisher

Its VICE- President

and

Deanna J. Fisher

Its _____ Secretary

STATE OF WASHINGTON)
)ss:
COUNTY OF SPOKANE)

I, THEODORE R. FOURNIER, JR., a notary public, do hereby certify that on this 4th day of April, 19 80, personally appeared before me TED H. FISHER, who being by me first duly sworn, declared that he is the VICE-PRESIDENT of THE DAISY BAKING COMPANY, INC.

that he signed the foregoing document as VICE-PRESIDENT of the corporation and that the statements therein contained are true.

Theodore R. Fournier Jr.
Notary Public in and for the State
of Washington, residing at Spokane.

*Pursuant to section 30-1-108(b)(1), **Idaho Code**, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is THE DAISY BAKING COMPANY, INC.
2. *The name which it shall use in Idaho is THE DAISY BAKING COMPANY, INC.
d/b/a THE GREAT AMERICAN COOKIE COMPANY
3. It is incorporated under the laws of WASHINGTON
4. The date of its incorporation is SEPTEMBER 5, 1978 and the period of its duration is PERPETUAL
5. The address of its principal office in the state or country under the laws of which it is incorporated is WEST 814 MAIN, SPOKANE, WASHINGTON 99201
6. The address of its proposed registered office in Idaho is BOX 116, COEUR d'ALENE, ID
83814, and the name of its proposed registered agent in Idaho at that address is PHILIP E. DOLAN
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Food Business-Retail
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
JAMES D. FARISS	PRESIDENT & DIRECTOR	E. 1041 Elmwood, CA 91502
TED H. FISHER	VICE-PRESIDENT & DIRECTOR	N. 1712 Walnut, Spokane, WA 99206
DEANNA J. FISHER	SECRETARY-TREASURER	
	& DIRECTOR	N. 1712 Walnut, Spokane, WA 99206

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is: 50,000

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>50,000</u>	<u>COMMON</u>	<u>\$1.00 per share par value</u>

(continued on reverse)

CERTIFIED COPY OF RESOLUTIONS
ADOPTED BY BOARD OF DIRECTORS OF
THE DAISY BAKING COMPANY, INC.

80 APR 11 AM 8 51

STATE OF WASHINGTON,)
County of Spokane.) ss:

STATE

DEANNA J. FISHER, be first duly sworn on oath, deposes and says:

That she is the Secretary of THE DAISY BAKING COMPANY, INC., a Washington Corporation, and as such certifies that the following is a certified copy of the resolutions adopted by the Board of Directors at the Annual Meeting of the Corporation held on January 21, 1980, to-wit:

RESOLVED, that the Vice-President and Secretary are hereby authorized to file an application for Certificate of Authority under laws of the State of Idaho for this company, to register the company name: The Daisy Baking Company, Inc., to do business in the State of Idaho as a foreign corporation, with the Secretary of State, Corporations Division, Boise, Idaho.

FURTHER RESOLVED, that the company also file for Authority to engage in business under the trade name and/or assumed name of The Great American Cookie Company, in the State of Idaho, and that the Authorized officers of the company are hereby further authorized to exercise all other documents and pay all charges, fees and expenses incident to the qualification and registration of the company to do business in the State of Idaho, as herein authorized by these Resolutions.

GIVEN under my hand and seal of the Company this 4th day of April, 1980.
THE DAISY BAKING COMPANY, INC.

AFFIX CORPORATE SEAL

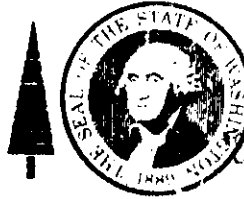
BY: Deanna J. Fisher
Secretary

BY: Ed H. Fisher Jr.

SUBSCRIBED and Sworn to before me this 4th day of April, 1980.

Theodore R. Fournier, D.
Notary Public in and for the State
of Washington residing at Spokane.

D-281847
FILE NUMBER



DOMESTIC

APR 11 AM 8 54

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal,
hereby certify that

ARTICLES OF INCORPORATION

of THE DAISY BAKING COMPANY, INC.
a domestic corporation of Spokane, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain
on file in this office.

Filed at request of
Higgins & Fournier, Attys. At Law
East 27 Augusta Ave., P O Box 5375
Spokane, WA 99205
Attn: Theodore R. Fournier, Jr.

Filing and recording fee \$

License to June 30, 19 \$

Excess pages @ 25¢ \$

Microfilmed, Roll No. 1448

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In witness whereof I have signed and have
affixed the seal of the State of Washington to
this certificate at Olympia, the State Capitol,
September 5, 1978

BRUCE K. CHAPMAN
SECRETARY OF STATE

FILED

SEP 5 1978

SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES OF INCORPORATION
OF
THE DAISY BAKING COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, JAMES D. FARISS, TED H. FISHER, JR., and DEANNA J. FISHER, each of whom is a citizen of the United States of America and of legal age, have associated themselves together for the purpose of forming a corporation under the Laws of the State of Washington, and in pursuance thereof do hereby sign and acknowledge the following Articles of Incorporation in triplicate originals, and do state as follows:

ARTICLE I. .

The name of the Corporation shall be THE DAISY BAKING COMPANY, INC.

ARTICLE II.

The general nature of the business of the Corporation and the objects and purposes proposed to be transacted, promoted and carried on by it, are as follows:

(1) To engage in the establishment of retail and wholesale businesses for the purpose of buying, selling and dealing in the merchandizing of foods, beverages, goods, wares and merchandise, fixtures, equipment and supplies of every kind, character and description, in the State of Washington and in any and all states of the United States of America, and in any foreign nation in any part of the world, either alone or in conjunction with any other company, person, firm or other organization at the discretion of the Board of Directors.

(2) To acquire by purchase or lease, or otherwise, real estate and interests in real estate and to own, hold, improve, develop, and manage any real estate so acquired and to erect or cause to be erected on any real estate owned, held or occupied by the Corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any land so owned, held or occupied,

1 which the Corporation is authorized to carry on, or any business or
2 transaction deemed necessary, convenient or incidental to carrying
3 out of the purposes of this Corporation.

4 (8) To do all acts and things necessary, convenient or proper
5 to carry out the foregoing objects, purposes and powers, as well
6 as to do all other acts and things consistent with the laws of the
7 State of Washington, AND IT IS HEREBY DECLARED THAT in the inter-
8 pretation of this clause and the foregoing clauses, the meaning of
9 any of the objects of the Corporation shall not be restricted by
10 reference to or inference from any other object or the name of the
11 Corporation, or by the juxtaposition of two or more objects, and
12 that in the event of any ambiguity, this clause shall be construed
13 in such manner as to widen and not to restrict the powers of the
14 Corporation.

15 ARTICLE III.

16 The duration of the Corporation shall be perpetual.

17 ARTICLE IV.

18 The location and post office address of the registered office
19 of this Corporation shall be: East 27 Augusta Avenue, Spokane,
20 Washington 99207, and the name and address of the registered agent
21 are as follows: THEODORE R. FOURNIER, JR., East 27 Augusta Avenue,
22 Spokane, Washington 99207.

23 ARTICLE V.

24 The authorized capital stock of the Corporation shall be FIFTY
25 THOUSAND and NO/100 DOLLARS (\$50,000.00), consisting of FIFTY
26 THOUSAND (50,000) shares of common voting stock having a par value
27 of ONE DOLLAR (\$1.00) per share.

28 ARTICLE VI.

29 The amount of paid-in capital with which the Corporation shall
30 begin business is FIVE THOUSAND and NO/100 DOLLARS (\$5,000.00).
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1 and to mortgage, sell, lease or otherwise dispose of any lands or
2 interest in lands and in buildings or other structures, and of
3 dwellings, stores, shops or parts of any buildings or other struc-
4 tures, at any time owned or held by the Corporation.

5 (3) To improve, manage, operate, sell, buy, mortgage, lease,
6 enter into options in respect of, or otherwise acquire or dispose
7 of any property, real or personal, and take mortgages and assignment
8 of mortgages upon the same; to make and obtain loans upon real estate,
9 improved or unimproved, and upon personal property, giving or taking
10 evidences of indebtedness and securing the payment thereof by mort-
11 gage, trust deed, pledge or otherwise; and said purchase of property
12 may include the good will, stock, rights, and property of any person,
13 firm, association or corporation, and may pay for the same in cash,
14 stock or bonds of this Corporation.

15 (4) To borrow money and enter into credit arrangements of
16 every kind and description and to issue bonds, notes or other evi-
17 dences of indebtedness in any and every lawful form, and to execute
18 contracts, mortgages, trust indentures or security arrangements on
19 all or any part of the assets of the Corporation and in any and every
20 lawful form.

21 (5) To do business in any state of the United States and in
22 any foreign country, and to do such acts and things as may be neces-
23 sary to qualify therein.

24 (6) To purchase, acquire, hold, own, vote and dispose of stock
25 in other corporations as well as its own stock, and to engage
26 directly or indirectly in such other business or commercial enter-
27 prises as the Board of Directors may from time to time determine.

28 (7) To enter into any partnership, limited or general, as
29 limited or general partner, or as a joint venturer, and to enter
30 into any other arrangement for sharing profits with any corporation,
31 association, partnership, syndicate, entity, person or governmental,
32 municipal or public authority in the carrying on of any business

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ARTICLE VII.

The management of this Corporation shall be vested in a Board of Directors; the number of Directors shall not be less than three (3) nor more than nine (9); and the number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of the Directors shall be such as are prescribed by the By-Laws of the Corporation.

ARTICLE VIII.

The authority to make By-Laws for the Corporation is hereby expressly vested in the Board of Directors of this Corporation, subject to the powers of the Shareholders to change or repeal such By-Laws. The Board of Directors of this Corporation shall, at any regular or special meeting of said Board, have power and authority to repeal and/or amend any or all of the By-Laws of this Corporation, and/or to adopt new By-Laws, a majority vote of said Directors being required for the exercise of such power.

ARTICLE IX.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on the Stockholders herein are granted subject to this reservation.

ARTICLE X.

The names and post office addresses of the Directors who shall first manage the affairs of the Corporation until the first annual meeting, or until their successors are elected and qualify unless they resign or are removed, are as follows:

JAMES D. FARISS	1041 E. Elmwood, Burbank, CA 91502
TED H. FISHER, JR.	N. 1712 Walnut, Spokane, WA 99206
DEANNA J. FISHER	N. 1712 Walnut, Spokane, WA 99206

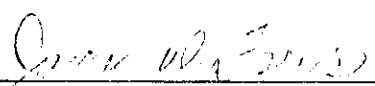
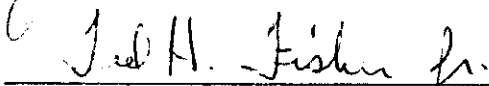
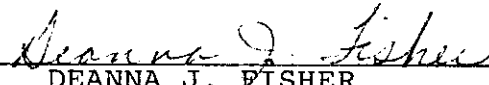
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ARTICLE XI.

The name and post office address of each of the incorporators of the Corporation are:

JAMES D. FARISS	1041 E. Elmwood, Burbank, CA 91502
TED H. FISHER, JR.	N. 1712 Walnut, Spokane, WA 99206
DEANNA J. FISHER	N. 1712 Walnut, Spokane, WA 99206

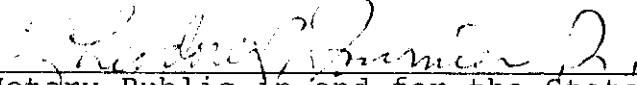
IN WITNESS WHEREOF, we have hereunto set our hands this 29th day of August, 1978.


_____ JAMES D. FARISS

_____ TED H. FISHER, JR.

_____ DEANNA J. FISHER

STATE OF WASHINGTON)
County of Spokane)

On this day personally appeared before me JAMES D. FARISS, TED H. FISHER, JR. and DEANNA J. FISHER, to me known to be the individuals described in and who executed the within and foregoing instrument, and acknowledged that they signed the same as their free and voluntary act and deed, for the uses and purposes therein mentioned.

GIVEN under my hand and official seal this 29th day of August, 1978.


_____ Notary Public in and for the State of Washington, residing at Spokane.

HIGGINS AND FOURNIER
ATTORNEYS-AT-LAW
E. 27 AUGUSTA AVE. - P. O. BOX 5375
SPOKANE, WASHINGTON 99205

H. HENRY HIGGINS
THEODORE R. FOURNIER, JR.
DREW M. BOOKER

April 4, 1980 APR 11 AM 8 54

(509) 327-6619

SECRETARY OF
STATE

Secretary of State
Corporations Division
Statehouse Room 203
Boise, ID 83720

ATTN: CORPORATION DIVISION

RE: DAISY BAKING COMPANY, INC.
(A Washington Corporation)
Registration of Foreign Corp.
in Idaho
Our File No. L1923

Gentlemen:

Be advised that we represent the above referenced corporation,
incorporated in Washington on September 5, 1978.

Our client desires to register this corporation in Idaho, to do
business at Moscow, ID, operating a small cookie, food and beverage
business in a new shopping center.

Accordingly, please find enclosed the following:

1. Certified copy of the original Washington Articles of Incorporation, with the certificate of the Secretary of State affixed over date of April 1, 1980, on the reverse side of the Articles.
2. Duplicate copies of the Application for Certificate of Authority, over signature of the Vice-President & Secretary, and acknowledged by the undersigned; & Trade Name Resolution.
3. Check to cover the filing fee and license fee in the amount of \$72.50, representing the \$60.00 fee for Certificate of Authority, and \$12.50 for the remaining fourth quarter annual license fee based on authorized capitalization of 50,000 shares, at \$1.00 per share par value, per Articles of Incorporation. However there has been only 5,000 shares issued at \$1.00 par value, but if the annual license tax is based on issued stock, then there would be a \$7.50 over payment -- but I would rather cover the contingency in any event.

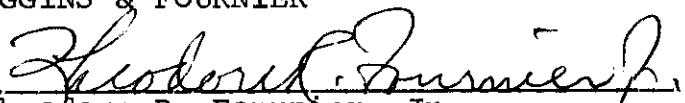
My client hopes to commence business some time shortly after April 15, 1980, and we would therefore appreciate expedient handling of this matter, if that be no great inconvenience.

Thank you for your cooperation.

Very truly yours,

HIGGINS & FOURNIER

BY:


Theodore R. Fournier, Jr.

TRF/amf

cc: Ted Fisher