



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

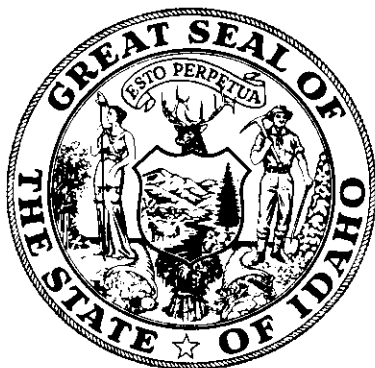
RIO RICO INDUSTRIES, INC.

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 _____

RIO RICO INDUSTRIES, 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 _____ **October 29** _____, 19 **79** .



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

FILED
OCT 29 5 59 PM '79
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
RIO RICO INDUSTRIES INC.

We, the undersigned natural persons of the age of 21 years or more, acting as incorporators of a corporation under the Idaho Business Corporations Act (hereinafter referred to as the "Act"), adopt the following Articles of Incorporation for such corporation.

ARTICLE I

Name. The name of the Corporation (hereinafter called "Corporation") is Rio Rico Industries Inc.

ARTICLE II

Period of Duration. The period of duration of the Corporation is perpetual.

ARTICLE III

Purposes and Powers. The purposes and the powers for which the Corporation is organized are as follows:

Section 1. To engage in all activities connected with food Service and related products and to pursue any or all other avenues which the Board of Directors may deem advisable.

To purchase, lease, rent, contract or otherwise control land, equipment or other assets necessary to the goals of this corporation as may be outlined from time to time by the Board of Directors, or Officers of the Corporation.

To devise and inaugurate procedures and engage in any business endeavors which the Board of Directors or Corporate Officers may decide to pursue except those activities which may be forbidden by the Act.

Section 2. To purchase or otherwise acquire the whole or any part of the securities, good will, rights, property and assets of all kinds and to undertake or assume the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guarantees, liabilities and obligations of any person, corporation, association, partnership, syndicate, entity or governmental, municipal or public authority, and to pay for the same in cash, shares, capital stock, bonds, debentures, debenture stock notes and other securities of the corporation or otherwise or by undertaking and assuming the whole or any part of the liabilities or obligations of the transferor and to hold or in any manner dispose of the whole or any part of the property and assets so acquired and to exercise all powers necessary or convenient in and about the conduct, management and carrying on of any such business.

Section 3. To borrow or raise monies for any of the purposes of the corporation and from time to time without limit as to amount, to draw, make, accept, endorse, guarantee, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and nonnegotiable instruments and evidences of indebtedness and to secure the payment thereof and of the interest thereon by mortgage on or pledge, conveyance or assignment in trust of the whole or any part of the assets of the corporation, real, personal or mixed, including contract rights whether at the time owned or thereafter acquired.

Section 4. To lend and advance monies or give credit for corporate purposes with or without requiring interest or any security for the repayment thereof.

Section 5. To purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of shares of its own shares of stock, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted surplus available therefore and to the extent of unreserved and unrestricted capital surplus available therefore if permitted by the Act and any other applicable law and these Articles of Incorporation.

Section 6. To become a party to any lawful arrangement for sharing of profits or to any union of interest, reciprocal concessions, partnership, syndicate, joint venture or co-operation with any person, corporation, association, partnership, syndicate, entity or government, municipal or public authority, domestic, or foreign, in the carrying on of any business which the corporation is authorized to carry on or any business or transaction deemed necessary, convenient or incidental to carrying out of the purposes of the corporation.

Section 7. To do all and everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth and to do every other act and thing incidental thereto or connected therewith provided the same be not forbidden by the Act, by any other applicable law or by these Articles of Incorporation.

Section 8. To carry out the purposes hereinabove set forth in any state, district, territory or possession of the United States or in any foreign country to the extent such purposes are not forbidden by the laws of such state, district, territory, possession or foreign country and in the event that they do forbid any one or more such purposes to limit the purposes which the corporation proposes to carry on in such state, district, territory, possession or foreign country to such purpose or purposes as are not forbidden by the laws thereof and any certificate for application to do business therein.

Section 9. In general to carry on any business and to have and exercise all the powers conferred by the Act on Corporation organized under it and upon corporations by any other applicable law and to do any and all of the acts and things therein set forth to the same extent as natural person, might or could do in any part of the world as principal, factor, agent, contractor, representative, trustee or otherwise, either alone or in syndicates, jointly and otherwise, in conjunction with any person, corporation, association, partnership, syndicate, entity or governmental, municipal or public authority, domestic or foreign, and to establish and maintain offices and agencies and to exercise all or any of its corporate powers and rights throughout the world.

Section 10. The foregoing clause shall be construed as powers as well as objects and purposes and the matters expressed in each clause shall, unless herein otherwise expressly provided, be in no wise limited by reference to or inference from the terms of any other clause but shall be regarded as independent objects, purposes and powers and the enumeration of specific objects, purposes and powers shall not be construed to limit or restrict in any manner the meaning of the general terms of the general powers of the corporation, nor shall the expression of one thing be deemed to exclude another not express, although it be of like nature.

ARTICLE IV

Authorized Shares.

Section 1. The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares of \$1.00 par value common stock. The capital valuation of the company as determined by the Idaho Business Corporations Act is \$10,000.00.

Section 2. The \$1.00 par value common stock may be issued by the corporation or subscriptions taken therefore from time to time for such consideration as may be fixed from time to time by the Board of Directors.

Section 3. The \$1.00 par value common stock of the corporation shall not be issued in series or broken into additional classes. Divident rights in the company stock shall be treated hereinafter as said stock is set forth to be treated in the Idaho Business Corporation Act, as amended to date.

Section 4. The \$1.00 par value common stock of this corporation shall be nonassessable and the shareholders shall not be liable for the debts of the corporation except and to the extent of any unpaid subscriptions for shares which may be outstanding at any time the corporation is dissolved, merged or said subscription rights are called.

ARTICLE V

Preemptive Rights.

Section 1. No shareholder in this corporation shall have preemptive rights to acquire any stock, common or preferred, any debentures, bonds or other evidence of indebtedness or securities of the corporation, merely by the fact that he is shareholder in the corporation.

ARTICLE VI

Commencement of Business. The corporation shall not commence business until at least One Thousand (\$1,000.00) Dollars has been received by it as consideration for the issuance of shares.

ARTICLE VII

Voting Shares. Each outstanding share of the common stock of the corporation shall be entitled to one vote on each matter submitted to a vote at a meeting of the stockholders, each shareholder being entitled to vote his or its shares in person or by proxy executed in writing by such shareholders or by his duly authorized attorney in fact. At each election for directors each shareholder entitled to vote at each election shall have the right to vote in person or by proxy the number of shares owned by him or it for as many persons as there are directors to be elected and for whose election he or it has a right to vote, and the shareholders shall have the right whatsoever to cumulate his or its vote with regard to such election.

ARTICLE VIII

Provisions for Regulation of Internal Affairs of the Corporation.

Section 1. Meetings of the Shareholders. All meetings of the shareholders of the corporation shall be held in such place either within or without the State of Idaho as may be provided by the by-laws of the corporation. In the absence of any such provision, all such meetings shall be held at the registered office of the corporation.

Section 2. Quorum of Shareholders. Unless otherwise provided in the Act or other applicable law, a majority of the shares of the common stock of the corporation entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the shareholders of the corporation.

Section 3. Meeting of Directors. Meetings of the Board of Directors of the corporation whether regular or special may be held either within or without the State of Idaho and upon such notice as may be prescribed in the By-laws of the corporation.

Section 4. Quorum of Directors. The number of Directors of the corporation which shall constitute a quorum for the transaction of business at any meeting of the Board of Directors shall be fixed in the By-laws of the corporation.

Section 5. Designation of Committees by the Board of Directors.

The Board of Directors may by resolution or resolutions passed by a majority of the whole board designate a committee or committees to the extent provided in such resolution or resolutions shall have and may exercise all the authority shall not operate to relieve the Board of Directors or any member thereof of any responsibility imposed upon it or him by law.

Section 6. By-laws of the Corporation. The initial by-laws of the corporation shall be adopted by its Board of Directors hereafter unless otherwise provided in the Act. By-laws of the corporation may be adopted, amended or repealed either by the shareholders of the Board of Directors except that (a) no by-law adopted or amended by the shareholders shall be altered or repealed by the Board of Directors and (b) no by-laws shall be adopted by the Directors which shall require more than a majority of the voting for a quorum at a meeting of the shareholders of the corporation or more than a majority of the votes cast to constitute action by the shareholders except where higher percentages are required by law. The by-laws contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the Act, other applicable laws and these Articles of Incorporation.

Section 7. Vacancy in the Board of Directors. Any vacancy occurring in the Board of Directors may be filled by affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of increase in the number of directors shall also be filled by the Board of Directors, such appointment to be until the next annual meeting or a special meeting of the shareholders called for the purpose of electing a director to the office created.

Section 8. Shareholders of Record. The name and address of each shareholder of record of the capital stock of the corporation as they appear in the stock records of the corporation shall be conclusive evidence as to who are the shareholders who are entitled to receive notice of any meetings of the shareholders, to vote at such meetings, to examine a complete list of the shareholder who may be entitled to vote at any such meeting and to won, enjoy and exercise any other rights and privileges which are based upon the ownership of these shares of common stock of the corporation.

Section 9. Books and Records. The corporation shall keep complete and correct books and records of account and shall keep minutes of the proceedings of its shareholders and Board of Directors and shall keep at its registered office or principal place of business or at the office of its transfer agent or registrar

a record of its shareholders giving the names and addresses of all shareholders and the number of shares of the corporation held by each. No shareholder shall have the right to inspect any such books and record except as conferred by the Act or other applicable law unless authorized to do so by a resolution or resolutions of shareholders or the Board of Directors.

Section 10. Working Capital. The Board of Directors of the corporation shall have the power from time to time to fix and determine and to vary the amount which is to be reserved by the corporation as working capital and before the payment of any dividends or the making of any distribution of profits it may set aside out of net profits or earned surplus of the corporation such sums or sum as it may from time to time in its absolute discretion determine to be proper whether as a reserve fund to meet contingencies or for the equalizing of the dividends or the repairing or maintaining of any property of the corporation or for an addition to stated capital, capital surplus or earned surplus or for any corporate purpose which the Board of Directors shall deem to be in the best interest of the corporation subject only to such limitations as the by-laws of the corporation may from time to time impose.

Section 11. Compensation of Directors. The Board of Directors of the corporation may, provided the by-laws of the corporation so provide, make provision for reasonable compensation to its members for their services as directors and establish the basis upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive proper compensation therefor.

Section 12. Qualification of Directors. The directors of this corporation need not be stockholders.

Section 13. Number of Directors. The exact number of directors may from time to time be specified by the by-laws at not less than three nor more than fifteen. When the by-laws do not specify the exact number of directors, the number of directors shall be five.

Section 14. Reliance Upon Others. A director shall be fully protected in relying in good faith upon the books of account of the corporation or statements prepared by any of its officials as to the value and amount of assets, liabilities or net profits of the corporation or any other facts pertinent to the existence and amount of surplus or other funds from which dividends might properly be declared and paid.

Section 15. Reliance Upon Others - Prudent Conduct. No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as director or officer of the corporation in good faith if such person (a) exercised or used the same degree of

care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation which he had reasonable grounds to believe or upon a financial statement of the corporation prepared by an officer or employee of the corporation in care of its accounts or certified by a public accountant or firm of public accountants.

Section 16. Contracts with Interested Directors, Disclosures and Voting. A director of the corporation shall not in the absence of fraud be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser or otherwise, nor in the absence of fraud shall insofar as permitted by the Act or any other applicable statute, any transaction or contract of the corporation be void or voidable or affected by reason of the fact that any director or any firm of which a director is a member of any corporation of which any director is an officer, director or stockholder is in anyway interested in such transaction or contract provided that at a meeting of the Board of Directors or of a committee thereof having authority in the premises to authorize or confirm such contract or transaction, the interest of such director, firm or corporation is disclosed or made known and there shall be present a quorum of the Board of Directors or of the directors constituting such committee and such contract or transaction shall be approved by a majority of such quorum, which majority shall consist of directors not so interested or connected. Nor shall any director be liable to account to the corporation for any profit realized by him from or through any such transaction or contract of the corporation, ratified or approved as herein provided, by reason of the fact that he or any firm of which he is a member, or any corporation of which he is a stockholder, director or officer was interested in such transaction or contract, Directors so interested may be counted when present at meetings of the Board of Directors or of such committee for the purpose of determining the existence of a quorum. Each and every person who is or may become a director of the corporation is hereby relieved from any liability that might otherwise exist from those contracting with the corporation from those contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested. Any contract, transaction or act of the corporation or of the Board of Directors or of any committee which shall be ratified by a majority in the interest of a quorum of the stockholders having voting power, shall be as valid and as binding as though ratified by each and every stockholder of the corporation, but this shall not be constituted as requiring the submission of any contract to the stockholders for approval.

Section 17. Indemnification of Directors. The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as director or officers of another corporation in which the corporation at such time owned or may own shares of stock of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgements, counsel fees, and amounts paid in settlement before or after suit in commenced, actually and necessarily incurred by such person in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them are made parties or a party or which may be asserted against them or any of them by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he has met the applicable standard of conduct set forth in subsections (a) and (b) of Section 30-166 of Idaho Code. Such determination shall be made in accordance with subsection (d) of Section 30-166 of Idaho Code. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders or otherwise.

Section 18. Ratification of Acts of Directors. The directors may submit any contract or transaction for approval at any annual meeting of the stockholders or at any special meeting of the stockholders called for that purpose; and any contract or transaction so approved by a majority vote of a quorum of the stockholders at such meeting shall be binding upon the corporation and all of its stockholders, whether or not the contract or transaction would otherwise be subject to attack because of the interest of any of the directors of the corporation or for any other reason.

Section 19. Requirements for Management. The corporation may issue and sell its authorized shares of stock from time to time in the absence of fraud in this transaction, for such considerations as may from time to time be fixed by the Board of Directors.

Section 20. Issuance of Shares. The corporation may issue and sell its authorized shares of stock from time to time in the absence of fraud in this transaction, for such consideration as may from time to time be fixed by the Board of Directors.

Section 21. Amendments to these Articles of Incorporation. The corporation reserves the right to amend, alter or repeal or to add any provisions to these Articles of Incorporation in any manner now or hereafter prescribed by the Act and any amendment thereto or by the provisions of any of any other applicable law and all rights conferred upon the shareholders of the corporation by these Articles of Incorporation any amendments hereto are granted subject only to this reservation.

ARTICLE IX

Initial Registered Office and Initial Registered Agent.

Section 1. Registered Office. The address of the initial registered office of the corporation is 1022 12th Ave. So. Nampa, Idaho 83651.

Section 2. Registered Agent. The name of the initial registered agent of the corporation at such address is Zed C. Long.

ARTICLE X

Directors.

Section 1. Initial Board of Directors. The initial Board of Directors of the corporation shall consist of three members and their respective names and addresses are:

<u>NAME</u>	<u>ADDRESS</u>
Zed C. Long	Rt. 6 Caldwell, ID 83605
William J. Woodard	2002 Gaywood Arlington, TX 76012
Claude Morrison	3720 Sheridan Fort Worth, TX 76117

which directors shall hold office until the first meeting of the shareholders of the corporation and until their successors shall have been elected and qualified.

Section 2. Subsequent Board of Directors. At the first meeting of the shareholders of the corporation and at each annual meeting thereafter, the shareholders shall elect directors to hold office until the next succeeding annual meeting of the shareholders. Each director so elected shall hold office for the term for which he is elected and until his successor shall have been elected and qualified. Directors need not be a resident of the State of Idaho or shareholders of the corporation.

ARTICLE XI

The name of each incorporator and their addresses are:

<u>NAME</u>	<u>ADDRESS</u>
Zed C. Long	Rt. 6 Caldwell, ID 83605
William J. Woodard	2002 Gaywood Arlington, TX 76012
Claude Morrison	3720 Sheridan Fort Worth, TX 76117

Zed C. Long
Zed C. Long

William J. Woodard
William J. Woodard

Claude Morrison
Claude Morrison

STATE OF IDAHO)
County of Canyon) ss.

I hereby certify that on the 20th day of August, 1979, personally appeared before me, a Notary Public, Zed C. Long, who being by me duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements contained therein are true.

Brenda Long
Notary Public for Idaho
Residing at: Nampa, ID
My commission expires: 3-30-82

STATE OF TEXAS)
County of Tarrant) ss.

I hereby certify that on the 6th day of August, 1979, personally appeared before me, a Notary Public, William J. Woodard and Claude Morrison, who being by me duly sworn, declared that they are the persons who signed the foregoing document as incorporators, and that the statements contained therein are true.

Sharon Kay LaRoux
Notary Public for Texas
Residing at:
My commission expires: 12-27-80