



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

**FOOD BUSINESS DEVELOPMENT GROUP INC.**

was filed in the office of the Secretary of State on **June 6th**, 19 **79**  
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Idaho Falls, Idaho** in the county of **Bonneville**.

IN TESTIMONY WHEREOF, I have hereunto  
set my hand and affixed the Great Seal of the State.  
Done at Boise City, The Capital of Idaho, this **6th**  
day of **June**, A.D., 19 **79**

**Pete T. Cenarrusa**

Secretary of State

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

ARTICLES OF INCORPORATION

of

FOOD BUSINESS DEVELOPMENT GROUP INC.

The undersigned natural persons of full age, who are citizens of the United States, acting as incorporators under the provisions of the Idaho General Business Corporations Act, adopt the following Articles of Incorporation;

ARTICLE I

NAME

The name of the corporation is FOOD BUSINESS DEVELOPMENT GROUP INC.

ARTICLE II

PERIOD OF DURATION

The duration of this corporation is perpetual.

ARTICLE III

PURPOSES AND POWERS

SECTION I. PURPOSES

The purposes for which this corporation is organized are as follows:

- A. To engage in all legal businesses and activities for which corporations may be organized under the laws of the State of Idaho.
- B. To engage in activities that are necessary, suitable or convenient for the accomplishment of the above mentioned purposes or which are incidental to or are connected with those purposes.
- C. To conduct its business and carry out the above purposes in any state, territory, district or possession of the United States or in any foreign country to the extent not forbidden by law.

## SECTION II. POWERS

This corporation shall have all the powers specified under the laws of the State of Idaho for general business corporations and in addition thereto the following:

A. To do everything proper for the accomplishment of any of the purposes set forth in these initial Articles of Incorporation and to do so either alone or in conjunction with other corporations, firms, or individuals, and either as principle or agent.

B. From time to time to provide and carry out and to recall, abolish, revise, amend, alter, or change a plan or plans for the participation by all or any of its employees, including directors and officers of this corporation, in the profits of the corporation or any branch or division thereof and for the furnishing to such employees and persons or any of them, at this corporation's expense, of medical services, insurance against accidents, sickness, or death, pensions during old age, disability or unemployment, education, housing, social services, recreation or other similar aids for their relief or general welfare, in such manner and upon such terms and conditions as may be determined by the Board of Directors.

## ARTICLE IV

### STOCK

#### SECTION I. DESCRIPTION OF CLASSES OF SHARES

There shall be one class of shares all of which shall be common shares.

#### SECTION II. NUMBER OF SHARES

This corporation shall have authority to issue a total of 5,000 shares. Each share shall have a par value of one dollar (\$1.00), for a total aggregate par value of five thousand dollars (\$5,000.00).

#### SECTION III. VOTING RIGHTS

Each share shall have equal voting rights. Each share shall entitle the holder to one vote.

#### SECTION IV. NONASSESSABLE

No shares shall be issued until the same are fully paid for. All fully paid for shares shall be nonassessable. The following shall be stated on each stock certificate: "The shares represented by the certificate are fully paid for and are non-assessable."

## ARTICLE V

### MINIMUM CAPITAL FOR COMMENCING BUSINESS

This corporation shall not commence business until at least five hundred dollars (\$500.00) in value has been received as consideration for the issuance of shares. Shares of this corporation shall be issued only for cash in an amount not less than the aggregate par value of the shares being issued or for consideration other than cash the fair value of which to the corporation is not less than the aggregate par value of the shares subscribed for.

## ARTICLE VI.

### PROVISIONS FOR THE REGULATION OF THE CORPORATION'S INTERNAL AFFAIRS

#### SECTION I. MEETINGS OF SHAREHOLDERS AND DIRECTORS

Meetings of the shareholders and directors of this corporation may be held within or without the State of Idaho at such place or places as may from time to time be designated by the byLaws or by resolution of the board of directors.

#### SECTION II. CODE OF BY LAWS

The initial code of byLaws of the corporation shall be adopted by the shareholders. The power to amend or repeal the byLaws or to adopt a new code of byLaws shall be in the directors, subject to the right of stockholders to alter or repeal byLaws made by the board of directors. All actions of the board of directors to adopt, amend or repeal byLaws must be by a two-thirds vote. The byLaws may contain any provisions for the regulation and management of this corporation which are consistent with the laws of the State of Idaho and these Articles of Incorporation.

## ARTICLE VII.

### REGISTERED OFFICE AND REGISTERED AGENT

The location and post office address of the registered office of the corporation in the state of Idaho is 1424 17th Street, P. O. Box 1252, Idaho Falls, Idaho, 83401. The name of the registered agent at that address is Ronald O. Bubar.

## ARTICLE VIII

#### SECTION I. INITIAL DIRECTORS

The name and post office address of each of the initial directors named by the incorporators to serve until the first election of directors are Ronald O. Bubar, 3135 Nina Drive, Idaho Falls, Idaho 83401; William M. Barth, 3000 Gustafson Circle, Idaho Falls, Idaho 83401; and Charles W. Houpt, 5430 Redondo Evita Drive, Idaho Falls, Idaho 83401.

ARTICLE VIII.

INFORMATION ON INCORPORATORS

SECTION II. INCORPORATORS

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

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Ronald O. Bubar	3135 Nina Drive Idaho Falls, Idaho 83401
William M. Barth	3000 Gustafson Circle Idaho Falls, Idaho 83401
Charles W. Houpt	5430 Redondo Evita Drive Idaho Falls, Idaho 83401

The undersigned being the incorporators of this corporation, execute the Articles of Incorporation in triplicate and certify to the truth of the facts therein stated.

Dated this 25<sup>th</sup> day of May, 1979.

Ronald O. Bubar  
Ronald O. Bubar

William M. Barth  
William M. Barth

Charles W. Houpt  
Charles W. Houpt

State of Idaho                      SS  
County of Bonneville

I, the undersigned, Notary Public duly commissioned to take acknowledgements and administer oaths in the state of Idaho, certify that on this 25<sup>th</sup> day of May.

1979, before me, personally appeared Ronald O. Bubar, William M. Barth and Charles W. Houpt, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same, and swore to the truth to the facts therein stated.

Witness my hand and notary seal this 25<sup>th</sup> day of May, 1979.

  
Notary Public for the State of Idaho residing at: Idaho Falls, Idaho.  
My commission expires: 6/23/79