

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

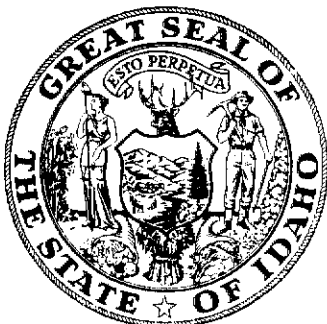
BONNER FOODS, INC.

File number C 107922

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 the above named corporation, 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 6, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Joniza Herald*

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SEC. OF STATE  
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**ARTICLES OF INCORPORATION  
OF  
BONNER FOODS, INC.**

IDaho SECRETARY OF STATE  
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CK #: 39551 DIST# 5058  
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The undersigned desires to form a corporation in accordance with Chapter 1 of Title 30 of the Idaho Code and does hereby adopt the following Articles of Incorporation:

**ARTICLE I.**

**Name**

The name of the corporation is **BONNER FOODS, INC.**

**ARTICLE II.**

**Duration**

The corporation is to have perpetual existence.

**ARTICLE III.**

**Purpose**

The corporation is organized for the purpose of engaging in any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

**ARTICLE IV.**

**Registered Office and Agent**

The location and address of the initial registered office of the corporation is, and the name of the registered agent at that address is: **Gary K. Morgan, 519 West Riverside, Kellogg, Idaho 83837.**

**ARTICLE V.**

**Authorized Capital Stock**

This corporation is authorized to issue a total of fifty thousand (50,000) shares of a single class of common stock with no par value.

ARTICLES OF INCORPORATION - 1

RANDALL & DANSKIN, P.S.  
ATTORNEYS AND COUNSELORS  
1500 SEAFIRST FINANCIAL CENTER  
601 WEST RIVERSIDE AVENUE  
SPOKANE, WASHINGTON 99201-0653  
(509) 747-2052

## **ARTICLE VI.**

### **No Preemptive Rights**

Shareholders of the corporation shall have no preemptive rights to acquire additional shares issued by the corporation.

## **ARTICLE VII.**

### **Director Liability**

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except for (i) acts or omissions that involve intentional misconduct or a knowing violation of law by the director, (ii) conduct which violates the Idaho Business Corporation Act, pertaining to unpermitted distributions to shareholders or loans to directors, or (iii) any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. No repeal or modification of the foregoing paragraph by the shareholders of the corporation shall adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

## **ARTICLE VIII.**

### **Indemnification**

The corporation shall indemnify its directors against all liability, damage, or expense resulting from the fact that such person is or was a director, to the maximum extent, and under all circumstances, permitted by law.

## **ARTICLE IX.**

### **Amendment**

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in any manner now or hereafter permitted by law. All rights of shareholders of the corporation and all powers of directors of the corporation are granted subject to this reservation.

## ARTICLE X.

### Initial Directors

The Board of Directors of this corporation shall consist of not fewer than one (1) nor more than nine (9) directors. The number of directors shall be fixed from time to time by action of the shareholders of the corporation. Initially, there shall be two directors. The names and addresses of the initial directors are as follows:

**Gary K. Morgan**  
**519 West Riverside**  
**Kellogg, Idaho 83837**

**Paul R. Matejovsky**  
**16619 - 91st Ave. East**  
**Puyallup, Washington 98373**

These initial directors shall serve until the first annual meeting of shareholders or until the election and qualification of their successors.

## ARTICLE XI.

### Incorporator

The name and address of the incorporator is as follows:

| <u>Name</u>            | <u>Address</u>  |
|------------------------|---|
| <b>Paul J. Allison</b> | <b>601 W. Riverside, Suite 1500</b><br><b>Spokane, WA 99201</b> |

IN WITNESS WHEREOF, I have hereunto set my hand this 4th day of October, 1994.

  
\_\_\_\_\_  
**Paul J. Allison**  
**Incorporator**

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