

**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**ROLL'N DOUGH, 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 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: January 4, 1988



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Sandra M. Hantley*

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SEC. OF STATE

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ARTICLES OF INCORPORATION

OF

ROLL'N DOUGH, INC.

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE ONE.

Name: The name of the corporation is:

ROLL'N DOUGH, INC.

ARTICLE TWO.

Purposes: The purpose of the corporation is to engage in any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE THREE.

Duration: The period of duration of the corporation is perpetual.

ARTICLE FOUR.

Registered Office and Registered Agent: The address of the corporation's initial office in the State of Idaho is 200 Sherman Avenue, Coeur d' Alene, Idaho 83814.

The name of the corporation's initial registered agent at such address is DONALD R. SMOCK.

ARTICLE FIVE.

Stock: The total authorized number of par value shares of stock is FIFTY THOUSAND (50,000). The aggregate par value of the total authorized number of par value shares is FIVE HUNDRED THOUSAND DOLLARS (\$500,000.00) based upon a par value of TEN DOLLAR (\$10.00) per share.

ARTICLE SIX.

Board of Directors: The business of the corporation shall be managed and conducted by a board of not less than one (1) and not more than five (5) directors. The exact number,

qualifications and the manner in which the Directors shall be elected shall be set forth in the Bylaws.

#### ARTICLE SEVEN.

Directors: The number of directors constituting the initial Board of Directors is three and the name and address of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
DONALD R. SMOCK	200 Sherman Avenue Coeur d' Alene, ID. 83814
ALAN L. LANE	1711 Hayden View Drive Coeur d' Alene, ID. 83814
BRUCE D. MILLER	208 Fernan Road Coeur d' Alene, ID. 83814

#### ARTICLE EIGHT.

Incorporators: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
DONALD R. SMOCK	200 Sherman Avenue Coeur d' Alene, ID. 83814

#### ARTICLE NINE.

Authority to Issue Corporate Obligations: The Board of Directors shall have authority to issue bonds, debentures, or other obligations of the corporation, from time to time, for any of the objects or purposes of the corporation, and to secure them by mortgage, deed of trust, or pledge of any or all of the real and personal property, rights, privileges, and franchises of the corporation wheresoever situated, acquired, and to be acquired, and to sell or otherwise dispose of any or all of such obligations in any manner and on such terms as the Board of Directors may deem proper.

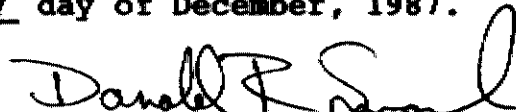
#### ARTICLE TEN.

Bylaws - Adoption: In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Idaho or these Articles of Incorporation.

ARTICLE ELEVEN.

Bylaws - Amendment: All Bylaws of the corporation shall be subject to alteration or repeal, and new Bylaws may be made, by the affirmative vote of the holders of record of FIFTY-ONE PERCENT (51%) of the outstanding stock of the corporation entitled to vote in respect thereof, given at any annual meeting or at any special meeting, provided notice of the proposed alteration or repeal or of the proposed new Bylaws be included in the notice of such meeting.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation in duplicate on this 29 day of December, 1987.

  
DONALD R. SMOCK  
Incorporator


STATE OF IDAHO )

ss.

County of Kootenai )

On this 29 day of December, 1987, before me,  
PAUL R. KROESER, a Notary Public for the State of Idaho, personally appeared DONALD R. SMOCK, known or identified to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year in this certificate first above written.

  
Notary Public for Idaho  
Residing in: Paer Falls, Idaho  
Commission expires: 1/2/93