



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

SAINT SNOW, INC.

was filed in the office of the Secretary of State on the **Twenty-fourth** day of **January** A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **126** of Record of Domestic Corporations, of the State of Idaho, 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 **Boise** in the County of **Ada**.

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 **24th** day of **January**, A.D., 19**64**.

Secretary of State.

IN THE OFFICE OF THE SECRETARY OF STATE,

STATE OF IDAHO

* * * * *

In the Matter of the
Incorporation of

DAIRY SNOW, INC.,

A domestic Idaho corporation

}
}
}
ARTICLES OF INCORPORATION

* * * * *

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned persons, all of whom are of full age and two-thirds of whom are citizens of the United States of America, do associate ourselves together for the purpose of forming a general business corporation under the laws and statutes of the State of Idaho, and in compliance with Title 30, Idaho Code, do hereby certify as follows:

ARTICLE FIRST

NAME

The name of this corporation is and shall be DAIRY SNOW, INC.

ARTICLE SECOND

PURPOSES

The purpose of this corporation shall be specifically to acquire, own, possess, license trademarks and tradenames of dairy products including dairy confections and to develop designs for plants, plants facilities and equipment, to manufacture, package and prepare for distribution dairy products and dairy confections.

That although the above are the specific purposes for which this corporation shall have been formed, this corporation shall have full power and authority to buy, sell, deal in and engage in the sale of any and all types and kinds of real or personal property and to carry on any kind of business or business

1-v

activity which a natural person could or might do, except such specific businesses which are prohibited from being carried on by a corporation under the laws and statutes of the State of Idaho.

That in order to accomplish its objects and purposes this corporation shall have full power and authority to buy and sell any and all kinds of real or personal property and facilities, to make application for or to acquire patents, trademarks, tradenames and to borrow money and to mortgage, pledge or hypothecate any and all of its real or personal property as security for the payment of any such loan.

This corporation shall have authority to issue its own debentures to finance its activities in addition to the power to borrow money.

ARTICLE THIRD

DURATION

The duration of this corporation shall be perpetual, but nothing herein contained shall prevent a sooner winding up of the business of said corporation by voluntary act as provided for under the laws and statutes of the State of Idaho relating to general business corporations.

ARTICLE FOURTH

LOCATION AND POST OFFICE ADDRESS

The location and post office address of this corporation in the State of Idaho shall be as follows: 1900 Main Street, Boise City, Ada County, State of Idaho.

ARTICLE FIFTH

SHARES OF STOCK

This corporation shall have only one class of shares, which shall be known, designated and denominated as "Common Shares." The total authorized number of such Common shares shall be 500,000 shares, each having a par or nominal value of One Cent (1¢) per share. / Each share shall

The total authorized capital stock being \$5,000.00.

2-v

have equal voting rights, preferences and restrictions granted to or imposed upon other shares.

ARTICLE SIXTH

NAMES AND ADDRESSES OF INCORPORATORS

The names and addresses of each of the incorporators, together with a statement of the number of shares subscribed for by each shall be as follows:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
M. D. Piepgrass	520 Bacon Dr., Boise, Idaho	One
Vernon K. Smith	Rt. 1, Boise, Idaho	One
Henry D. Scott	100 Crestline Dr., Boise, Idaho	One

ARTICLE SEVENTH

DECLARATION AS CLOSED CORPORATION

That in executing these articles of incorporation, the incorporators do hereby certify and declare and agree with each other that this corporation shall, and does elect, to become a small business corporation for federal and state income tax purposes, and further agree among themselves and the said corporation does agree with each of the incorporators and all stockholders to whom stock may hereinafter be issued that no share shall be issued to any non-resident, alien, that there shall forever be only one class of stock, and that no shares of stock will be issued nor will any transfer be issued so that the total number of shareholders shall exceed 10 shareholders, nor will said corporation permit the issuance to, or honor a transfer to any shareholder other than an estate who is not an individual.

This article may only be amended by the unanimous consent of all shareholders.

ARTICLE EIGHTH

MANAGEMENT OF CORPORATION

The management of this corporation shall be vested in a Board of

3-v

not less than three (3) directors, who shall be elected by the stockholders at the annual meeting of the stockholders.

The Board of Directors shall convene at least once a year immediately following their election to office, but may from time to time assemble for special meetings, either with or without notice, either within or without the State of Idaho, as often as said Board of Directors may be called into session by the President of said corporation.

Nothing in these articles of incorporation shall require any director or officer to be a stockholder in said corporation.

At all meetings of the Board of Directors a majority vote shall be required to pass any official act of the corporation, except wherein a different requirement is imposed by the statutes of the State of Idaho; provided, however, that in any resolution relative to the sale or mortgage of any of the capital assets of the corporation, including the real property of said corporation, any such resolution shall require unanimous consent of the Board of Directors and the stockholders.

At the first annual meeting of the Board of Directors, said directors shall elect officers of said corporation. The officers of this corporation shall be as follows: President, Vice President and Secretary-Treasurer, but nothing herein contained shall prevent the Board itself to divide the office of Secretary-Treasurer into two offices or to create additional offices of this corporation.

ARTICLE NINTH

TEMPORARY OFFICERS AND DIRECTORS

Until the first annual meeting of the corporation, the officers and directors of this corporation shall be as follows:

M. D. Piepgrass, President and Director

Henry D. Scott, Vice President and Director

Vernon K. Smith, Secretary-Treasurer and Director

ARTICLE TENTH

ANNUAL MEETING OF
STOCKHOLDERS

The annual meeting of the stockholders of this corporation shall be held on the second Monday in January of each year, commencing with the year 1965; provided, however, that in the event that the second Monday of January of any year shall fall upon any legal holiday, then said annual meeting of said stockholders shall be held on the next business day.

At each annual meeting of the stockholders, such stockholders, in addition to any other business to be transacted at such meeting, shall elect directors to serve for the ensuing year; provided, however, that nothing herein contained shall prevent the stockholders or directors to increase or decrease the number of directors, as provided in the By-Laws or the laws and statutes of the State of Idaho.

ARTICLE ELEVENTH

BY-LAWS

Within thirty (30) days next following the filing of these articles of incorporation, the stockholders and directors shall adopt a code of By-Laws for its government, which shall not be inconsistent with the laws and statutes of the State of Idaho.

The By-Laws of this corporation may be amended or repealed, or any By-Law may be adopted at any annual or special meeting of the stockholders or any regular or special meeting of the directors; provided, however, that such call for such meeting to adopt, repeal or to amend the By-Laws states such purposes. The amendment of By-Laws may be by a majority vote

IN WITNESS WHEREOF, We have hereunto set our hands and seals and causes these articles of incorporation to be executed

5-v

in triplicate this 24th day of January, 1964.

M. D. Piepgrass (SEAL)
M. D. Piepgrass

Henry D. Scott (SEAL)
Henry D. Scott

Vernon K. Smith (SEAL)
Vernon K. Smith

STATE OF IDAHO }
County of Ada } ss.

THIS IS TO CERTIFY, That on this 24th day of January 1964, before me, a Notary Public in and for said State, personally appeared M. D. Piepgrass, Henry D. Scott and Vernon K. Smith, each known to me to be the persons whose names are subscribed to the within instrument, and before me and in my presence they acknowledged to me that they executed the same as their own free act and deed.

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

Chas. E. Sykes
Notary Public for Idaho
Residing at Boise, Idaho

6-v