

State of Idaho

Department of State.

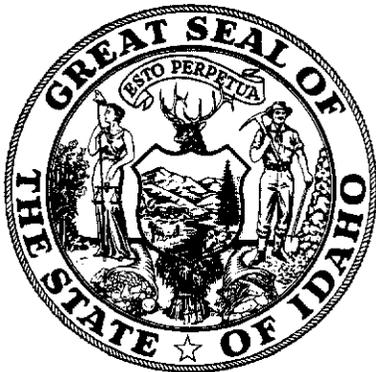
CERTIFICATE OF INCORPORATION OF

IDAHO GEM, INCORPORATED

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: **March 3, 1986**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

MAR 3 9 25 AM '86

IDAHO GEM, INCORPORATED

SECRETARY OF STATE

THE UNDERSIGNED, for the purpose of organizing a corporation under the General Business Corporations Law of the State of Idaho, do hereby adopt the following Articles of Incorporation for such corporation.

I.

NAME

The name of the Corporation is Idaho Gem, Incorporated.

II.

DURATION

The existence of this Corporation is to be perpetual after its incorporation, unless sooner dissolved or dis-incorporated pursuant to law.

III.

PURPOSE

1. To operate and maintain a factory for the packing, canning, and preserving of potatoes and other fruits and produce and to do all things necessary for the purchasing, transportation and processing of said potatoes, fruits and produce; to deal in all kinds of produce, fresh fruit, vegetables, and merchandise; to own or operate any kind of manufacturing plant associated with the processing of food; to deal in future contracts for the purchase and sale of potatoes, produce, fruit or grain; to buy, sell, own, or make any kind of contract on any commodity on exchange of labor that result in a gain or loss for the benefit or loss and money value or property value to this company associated with potatoes, produce, fruits or grains carried on within the state of Idaho or without the state of Idaho and especially within the county of Bingham, State of Idaho; to construct, lease, operate and maintain a warehouse for the storage and processing and keeping of potatoes, and other agricultural produce; and to issue, negotiate, transfer, and sell warehouse receipts on such produce.

2. To purchase and sell farms and to engage in the business of farming, and of producing, merchandising, and preserving all kinds of farm, fruit, vegetable and garden products, and of cultivating, growing, harvesting, picking, cleaning, and the sorting, boxing, packing, shipping, buying, and selling, at wholesale and retail, all kinds of potatoes, fruits, vegetables, farm, and garden products, and to carry on all other business incident thereto or connected therewith.

3. To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise, use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing) deal in and with property of every kind and character, real, personal, or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper, and other obligations in evidence of interest in or indebtedness of any person, firm, or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas, and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers, or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individuals owners or holders thereof.

4. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor, or otherwise, either alone or in company with others.

5. To promote or aid in any manner, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.

6. To let concessions to others. To do any of the things that this corporation is empowered to do, and to enter into, make, perform, and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

7. To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things specified under the General Business Corporations Law of the State of Idaho, other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the General Business Corporations Law of the State of Idaho, as such law as now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause, shall except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to, and not in limitation of said general powers.

IV.

AUTHORIZED SHARES

The aggregate number of shares which the corporation shall have authority to issue is 10,000 common shares with a \$1.00 par value per share. Such shares shall be of a single class.

No preferences, qualifications, limitations, restrictions, or special rights, other than those provided by law, shall exist with respect to any of the shares of the corporation or any of the holders of such shares.

V.

INCORPORATOR

The name and mailing address of the incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Robert W. Shawver	143 South 1200 West Blackfoot, Idaho 83221

VI.

REGISTERED OFFICE AND AGENT

The registered office for Idaho Gem Incorporated is to be located at 143 South, 1200 West, Blackfoot, Idaho 83221. The registered agent in charge thereof is Robert W. Shawvert.

VII.

DIRECTORS

The powers of the incorporator are determinate upon the obtaining of a certificate of incorporation, and the names and addresses of the persons who are to serve as directors until the first annual meeting of stockholders or until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Robert W. Shawver	143 South 1200 West Blackfoot, Idaho 83221

VIII.

RIGHT TO AMEND

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained within these Articles of Incorporation in the manner now or hereafter prescribed by the General Business Corporations Law of the State of Idaho and all rights conferred upon stockholders herein are granted subject to this reservation.

IX.

PREMPTIVE RIGHTS DENIES

No holder of any of the shares now or hereafter issued by the Corporation shall be entitled as a matter of right to subscribe for or purchase any part of the unissued shares of the Corporation of any class that may be currently in existence or come into existence in the future or to describe for or purchase any additional shares, whether common, preferred, or of any other class, to be issued by reason of any increase in the authorized capital of the corporation, or to subscribe for or purchase any bonds, certificates of indebtedness, debentures, or other securities, convertible into share of the Corporation. Any and all such unissued shares and such additional authorized issue of new shares and such securities convertible into shares may be issued, allotted, and disposed of to such persons, firm, corporations, or associations and for lawful consideration upon such terms as the Board of Directors may deem advisable and for the best interests of the corporation.

X.

LOCATION

That the place where its principal business is to be transacted and the registered office of the corporation in this state shall be in Blackfoot, Bingham County, State of Idaho.

XI.

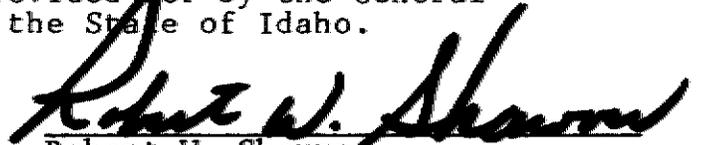
BOARD OF DIRECTORS

That the management of this Corporation shall be vested in a board of directors of not less than one or no more than five directors may be fixed by the Bylaws. Directors shall be elected at the annual meeting of the stockholders, to be held at the general office of the corporation in said Blackfoot, Idaho, at a time in each year, to be designated by the Bylaws.

XII.

BYLAWS

The Bylaws of this Corporation may be adopted by the shareholders in the manner provided for by the General Business Corporations Law of the State of Idaho.


Robert W. Shawver

STATE OF IDAHO)
) : ss
County of Bingham)

On this 27 day of February, 1986, before me the undersigned, a Notary Public in and for said state, personally appeared, Robert W. Shawver, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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


Notary Public for Idaho
Residing at: Idaho Falls
My Comm. Exprs: 3/91

0134-J