

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

BUMBLE BEE SEAFOODS, INC.

a corporation duly organized and existing under the laws of **Oregon** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Tenth** day of **July**, 19 **61**, a properly authenticated copy of its articles of incorporation, and on the **Tenth** day of **July**, 19 **61**, a designation of **Eugene H. Anderson** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **10th** day of **July**, A.D. 19 **61**.

Secretary of State.



I, **Frank J. Healy**, Corporation Commissioner and Custodian of the Seal of the Corporation Department of the State of Oregon, DO HEREBY CERTIFY:

That I have carefully compared the annexed copy of the Articles of Incorporation of
BUMBLE BEE SEAFOODS, INC.
 with the original thereof now on file in my office; that the same is a correct transcript therefrom and of the whole thereof; that there are no amendments to said Articles of Incorporation on file in this office; that this authentication is in due form and by the proper officer; and

I FURTHER CERTIFY that BUMBLE BEE SEAFOODS, INC.
 is, at the date of this certificate, duly authorized to transact business within this state and is in good standing as a subsisting corporation, having filed all reports and made all payments to this Department that are required by the Laws of this State.

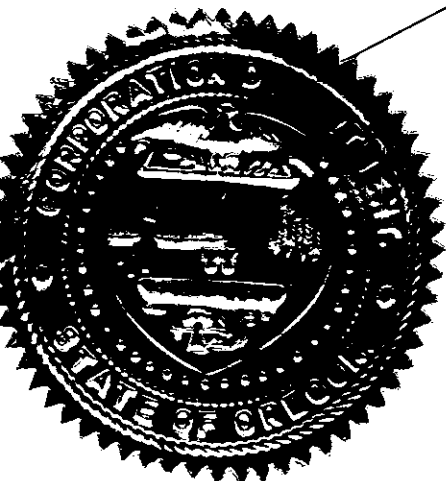
In Testimony Whereof I have hereunto set my hand and affixed hereto the seal of the Corporation Department of the State of Oregon, at Salem, this 15th day of June, 1961.

Frank J. Healy

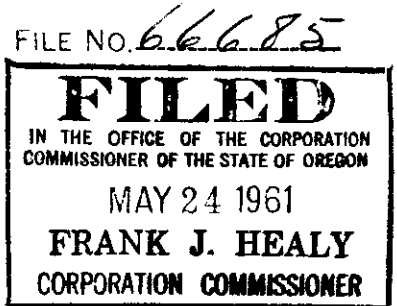
Corporation Commissioner

By

Helen Krugger
 Chief Clerk



ARTICLES OF INCORPORATION
OF
BUMBLE BEE SEAFOODS, INC.



KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, T. F. SANDOZ, JOHN S. McGOWAN and A. V. CELLARS have this day voluntarily associated ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Oregon, and we do hereby certify:

I.

The name of this corporation shall be BUMBLE BEE SEAFOODS, INC.

II.

The duration of this corporation shall be perpetual.

III.

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

(a) To catch, acquire, cure, process, preserve, freeze, pack, can and dispose of food fish and other fish; to buy and sell, preserve, pack, can and freeze any other foods.

(b) To buy, sell, build, maintain, remodel and repair, buildings, boats, ships and other vessels.

(c) To engage in all other forms of business activity deemed necessary or desirable in connection with the principal purposes for which this corporation is organized.

(d) To have and to exercise each and every of the general powers given to a corporation by the Oregon Business Corporation Act as set forth in Section 57.030, Oregon Revised Statutes.

(e) To operate and maintain an electrical servicing business to handle all forms of commercial electrical work.

(f) To effect any of the purposes mentioned in these articles, and to exercise any powers of this corporation either directly or through the medium of the acquisition and ownership of shares or shares of stock of any other

domestic or foreign corporation or corporations, and voting the same or otherwise exercising and enjoying the rights and advantages incidental to such shares or shares of stock, and to operate wholly or partially as a holding company through the acquisition and ownership of shares or shares of stock of any other domestic or foreign corporation or corporations, whether or not such shares or shares of stock so acquired or owned shall give to this corporation control of such other corporation or corporations.

IV.

The authorized capital stock of this corporation shall consist of 60,000 shares of common stock with the par value of \$100.00 per share.

V.

The initial registered agent of this corporation will be A. V. Cellars, Foot of 6th Street, Astoria, Oregon, and the address of the initial registered office of this corporation will be Foot of Sixth Street, Astoria, Oregon.

VI.

The first Board of Directors of this corporation shall consist of twelve members. The number of directors may be increased or decreased from time to time by amendment to the By-Laws, but no decrease shall have the effect of shortening the term of any incumbent director. The names and addresses of the members of the first Board of Directors are as follows:

C. Howard Lane, 447 NW Skyline Blvd., Portland, Oregon
T. F. Sandoz, 1320-15th Street, Astoria, Oregon
A. G. Budge, Castle & Cooke, Inc., 130 Merchant Street,
Honolulu, Hawaii
Malcolm MacNaughton, Castle & Cooke, Inc., 130
Merchant Street, Honolulu, Hawaii
Robert E. Dant, 2288 Broadway, San Francisco, California
T. W. Dant, The Oregonian Building, Portland, Oregon
H. C. Cornuelle, Dole Corporation, 650 Iwilei Road,
Honolulu, Hawaii
J. D. Hendrickson, 1466-3rd Street, Astoria, Oregon
J. S. McGowan, 133 Grand Avenue, Astoria, Oregon
E. F. Slade, 1710 SE Waverly Drive, Portland, Oregon
W. S. Wootton, 1324 Miller Lane, Astoria, Oregon
Wendell Wyatt, 1129 Commercial Street, Astoria, Oregon

VII.

The names and addresses of the incorporators of this corporation are:

T. F. Sandoz, 1320-15th Street, Astoria, Oregon
John S. McGowan, 133 Grand Avenue, Astoria, Oregon
A. V. Cellars, 1273-15th Street, Astoria, Oregon.

IN WITNESS WHEREOF, we have hereunto set our hands and seals
at Astoria, Oregon, this 23rd day of May, 1961.

T. F. SANDOZ

JOHN S. MCGOWAN

A. V. CELLARS

STATE OF OREGON)
) ss.
County of Clatsop)

I, Wendell Wyatt, a Notary Public for Oregon, hereby certify that on
the 23rd day of May, 1961, personally appeared before me T. F. Sandoz,
John S. McGowan and A. V. Cellars, who being by me first duly sworn, sever-
ally declared that they are the persons who signed the foregoing instrument
as incorporators, and that the statements contained therein are true.

WENDELL WYATT

Notary Public for Oregon

My Commission Expires: 2/1/63

