



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

AQUA LIFE, INC.

was filed in the office of the Secretary of State on the 1st day of December A.D., One Thousand Nine Hundred Seventy-six and will be duly recorded on Film-No. microfilm 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 Twin Falls in the County of Twin Falls

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 1st day of December, A.D., 1976.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
AQUA LIFE, INC.

The undersigned, KENNETH S. ELLIS, BRENDA T. ELLIS, and KENNETH R. ASHLEY, all residents of the State of Idaho, and citizens of the United States of America, of the age of majority, do hereby associate themselves together for the purpose of forming a corporation under the laws of the State of Idaho, and to that end do hereby adopt and execute the following Articles of Incorporation, and do hereby certify and declare:

I.

The name of the corporation shall be AQUA LIFE, INC.

II.

The corporation is formed for the following purposes:

- (A) For the development of pharmaceuticals, food products, food supplements and other materials used in the feeding and sustaining of life of marine animals, fishes and other like forms of life, and for the manufacture, processing and distribution of those materials in the State of Idaho, in the United States of America, and in foreign countries.
- (B) To engage in and carry on the business of propagating and producing trout and other fish, and the owning, leasing, operating and managing of trout and other fish farms, and processing and packing plants; to process, propagate, produce, preserve, package and otherwise prepare for sale and distribution, both at wholesale and retail, fish, fish by-products and fish food, and to sell said fish, fish by-products and fish food, both at wholesale and retail; to sell fish, both live or in processed form, to any third parties, including, but not limited to, any federal government agency or any state or foreign government agency.

(C) For the purpose of buying, selling, jobbing, or otherwise dealing in, either at wholesale or retail, live or processed trout and other fish of every nature and description, both on its own account and as agent for other persons or corporations.

(D) To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation other than its franchise as a corporation; to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of or deal in shares, bonds, securities and debentures and other evidence of indebtedness of its own and other corporations, domestic or foreign; to pledge, mortgage and otherwise encumber the assets of the corporation.

(E) To conduct business in this state and other states in the United States of America, to have one or more

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ATTORNEYS AT LAW
BANK OF IDAHO BUILDING
BOX 33
TWIN FALLS, IDAHO 83301
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offices or places of business out of this state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real or personal property situate out of the State of Idaho.

(F) To enter into, make, perform and carry out contracts of every kind and for every lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state or government, or any subdivision, district or department of any state, municipality or government, and to engage in associations and individuals in the joint operation of legitimate business endeavor, and to acquire, hold, and purchase the assets, franchises, permits, and good will of other operational organizations of whatever legal capacity engaged in business pursuits similar to those of this corporation.

(G) To act as surety and guarantor in any and all types of engagements, including the power to execute, endorse and deliver contracts, and to guarantee the prompt and faithful performance and payment of debts, notes, agreements, contracts and undertaking of any other person, firm, partnership or corporations; and including also the power to act as an accommodation co-maker or guarantor of obligations either as a primary or secondary obligor.

(H) To do any and all other such acts, things and business in any manner connected with or necessary, incidental, convenient or auxilliary to any of the other person, firm, partnership or corporations; and including also the power to act as an accommodation co-maker or guarantor of obligations either as a primary or secondary obligor.

(I) To do any and all other such acts, things and business in any manner connected with or necessary, incidental, convenient or auxillary to any of the objects hereinbefore

enumerated, or calculated, directly or indirectly, to promote the best interests of the corporation.

(J) The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation, are to engage in any lawful act or activity for which corporations may be organized under the general corporation law of Idaho.

(K) The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in no way limited or restricted, by reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression, or declarations of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; it is hereby expressly declared that any other lawful purposes not inconsistent with these Articles are intended to, and hereby are, included as purposes and powers of this corporation.

III.

The registered office of this corporation shall be in the State of Idaho and shall be located at Twin Falls, Idaho, and the post office address of the registered office of said corporation shall be Rock Creek Canyon Road, Twin Falls, Idaho 83301.

IV.

Subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

V.

The corporation shall be governed by a Board of Directors. The number of the members of the Board shall be fixed by the By-Laws of the corporation, except that such a number shall not be less than three, nor more than five. The qualifications, duties, powers, limitations and other factors relevant to the functioning of the Board of Directors shall be set out in the By-Laws of this

corporation, subject to the laws of the State of Idaho.

VI.

The Board of Directors of this corporation shall have the power to repeal and amend the By-Laws of this corporation, and shall have the power to adopt new By-Laws; this power may be exercised by the Board of Directors through a majority vote of that Board. By-Laws so repealed, amended or adopted by the Board of Directors, subject to these Articles and the By-Laws of the corporation, shall be subject to reenactment, amendment or repeal by the shareholders of this corporation at their regular meetings or at any meeting specially called for that purpose. A majority of the shareholders of the corporation may exercise the powers of reenactment, amendment, or repeal heretofore set out. The By-Laws of this corporation shall regulate the manner of voting for this and other governing actions of the corporation.

VII.

The amount of authorized stock of the corporation shall be 25,000 shares, of the par value of \$1.00 per share.

VIII.

Restrictions on sale of stock: Should any stockholder wish to dispose of his stock, or upon the death of any stockholder or in the event any unissued stock is offered for sale, it shall first be offered to the remaining stockholders, in the same proportion as their respective stock interest in the corporation at the time of the sale, death or issuing of the unissued stock, at a price no greater than a bona fide offer by an uninterested third person, and said stock shall be available for a period of sixty (60) days to such remaining stockholders. In the event that any of said stock is not purchased by the said remaining stockholders, then said stock may be sold at the price of the bona fide offer of the uninterested third person. The number of shareholders of the corporation shall not exceed 10.

IX.

The names and post office addresses of each of the incorporators and the number of shares subscribed by each incorporator are as follows:


<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Kenneth S. Ellis	Route 4 Buhl, Idaho 83316	100
Brenda T. Ellis	Route 4 Buhl, Idaho 83316	1
Kenneth R. Ashley	Rock Creek Canyon Road Twin Falls, Idaho 83301	100

IN WITNESS WHEREOF, The parties have executed these Articles of Incorporation this 30th day of November, 1976.

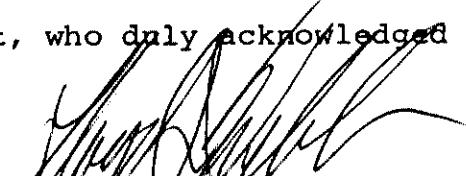

Kenneth S. Ellis



Brenda T. Ellis


Kenneth Ashley

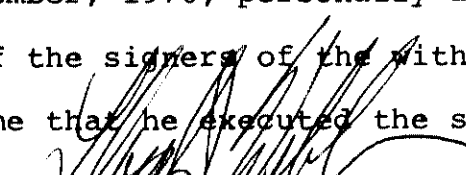
STATE OF IDAHO,)
(ss.
County of Twin Falls 

On this 30th day of November, 1976, personally appeared before me KENNETH S. ELLIS and BRENDA T. ELLIS, two of the signers of the within instrument, who duly acknowledged to me that they executed the same.


NOTARY PUBLIC
Residence: Twin Falls, Idaho.

STATE OF IDAHO,)
(ss.
County of Twin Falls 

On this 30th day of November, 1976, personally appeared before me KENNETH ASHLEY, one of the signers of the within instrument, who duly acknowledged to me that he executed the same.


NOTARY PUBLIC
Residence: Twin Falls, Idaho.