

CERTIFICATE OF INCORPORATION
OF

TERRA-BUNDANT HERB TEA, INC.

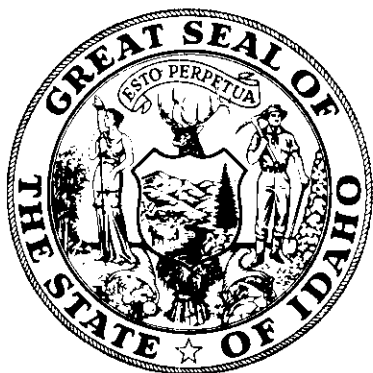
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

TERRA-BUNDANT HERB TEA, INC.

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 10, 1985



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

TERRA-BUNDANT HERB TEA, INC.

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned citizens of the United States of America, each over the age of twenty-one years, do hereby voluntarily associate ourselves together for the purpose of forming a domestic corporation under and by virtue of the laws of the State of Idaho, and we do hereby make, sign, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I.

The name of this Corporation is, and shall be TERRA-BUNDANT HERB TEA, INC.

ARTICLE II.

The purpose or purposes for which the corporation is organized are:

2.1 The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE III.

The corporate existence of this corporation shall be perpetual.

ARTICLE IV.

The registered agent shall be and the location and post

office address of the corporation's registered office in the State of Idaho shall be Milton F. Sanders, 621 Cedar Street, Wallace, Idaho 83873.

ARTICLE V.

This company shall be capitalized for \$500,000.00. The total authorized stock of this Corporation shall be divided into 100,000 shares, all of which shall be common stock with a par value of \$5.00 per share. Said shares shall be non-assessable and shall be of the same class and every share of said stock shall be equal in all respects to every other of said shares, and there shall be preemptive rights.

The said shares may be issued and sold from time to time by the corporation only upon a majority vote of the shareholders and said shareholders shall fix the consideration for such issuance and sale.

The preemptive right shall be only an opportunity to acquire shares or other securities under such terms and conditions as the shareholders may fix.

ARTICLE VI.

The corporate powers of this corporation shall be vested in a Board of Directors of not less than three (3) and no more

than seven (7) members, who shall be elected annually by the shareholders, and who shall serve until the election and qualification of their successors. A Director of this Corporation need not be a shareholder therein. Directors who are to serve for the first corporation year shall be selected by the incorporators. Unless otherwise determined by the shareholders, the Board of Directors by resolution, shall from time to time fix the number of directors within the limit herein provided. Three (3) directors shall constitute the initial Board.

ARTICLE VII.

The names and post office addresss of the incorporators are as follows:

<u>Name</u>	<u>Address:</u>
William Zanetti	Box 500 Osburn, Idaho 83849
Milton F. Sanders	307 Elm Street Wallace, Idaho 83873
Christina M. Sanders	307 Elm Street Wallace, Idaho 83873

ARTICLE VIII.

The names and addresses of the initial Directors are as follows:

<u>Name</u>	<u>Address:</u>
William Zanetti	Box 500 Osburn, Idaho 83849
Milton F. Sanders	307 Elm Street Wallace, Idaho 83873
Christina M. Sanders	307 Elm Street Wallace, Idaho 83873

ARTICLE IX.

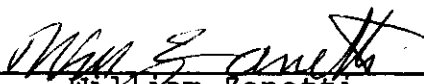
In addition to the power conferred upon the shareholders by law, to make, amend or repeal By-Laws for this corporation, the Directors shall have the power to repeal and amend the By-Laws and adopt new By-Laws, but such powers may be executed only by a majority of the whole Board of Directors.

ARTICLE X.

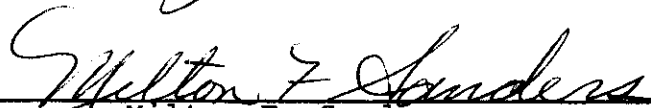
A director or officer of the corporation shall not, in the absence of actual fraud, be disqualified by his office from dealing or contracting with the corporation, either as vendor, purchaser, or otherwise; and in the absence of actual fraud no transaction or contract of the corporation shall be void or voidable by reason of the fact that any director or officer, or firm of which any director or officer is a member, or any other corporation of which any director or officer is a shareholder, officer or director, is in anyway interested in such transaction or contract; provided, that such transaction or contract is, or shall be authorized, ratified or approved (1) by a vote of a majority of a quorum of the Board of Directors, or of the Executive Committee, if any, counting for the purpose of determining the existence of such majority or quorum, any Director, when present, who is so interested, or who is a member of a firm so interested; or (2) at a stockholders meeting by a vote of a majority of the outstanding shares of stock of the corporation represented at such meeting and then entitled to vote, or by writing or writings signed by a majority of such holders of stock which shall have the same force and

effect as though such corporation, ratification or approval were made by the stockholders; and no director or officer shall be liable on account to the corporation for any profits realized by him through any such transaction or contract of the corporation authorized, ratified or approved, as aforesaid, by reason of the fact that he may be, or any firm of which he is a member, or any corporation of which he is a shareholder, officer or director, was interested in such transaction. Nothing in this paragraph contained shall create any liability in the events above mentioned, or prevent the authorization, ratification or approval of such contracts or transactions in any other manner permitted by law, or invalidate or make voidable any contract or transaction which would be valid without reference to the provisions of this paragraph.

IN WITNESS WHEREOF, we have hereunto set our hands in quadruplicate this 7th day of January, 1985.



William Zanetti



Milton F. Sanders



Christina M. Sanders

STATE OF IDAHO)
)ss.
County of Shoshone)

I, BENJAMIN R. SIMPSON, a notary public,
do hereby certify that on this 7th day of January, 1985,
personally appeared before me, WILLIAM ZANETTI, MILTON F. SANDERS
and CHRISTINA M. SANDERS, who being by me first duly sworn,
severally declared that they are the persons who signed the
foregoing document as incorporators and directors, and that
the statements therein contained are true.

Benjamin R. Simpson
Notary Public for Idaho
Residing at: Cataldo
My Commission expires: lifetime