

FILED EFFECTIVE

ARTICLES OF INCORPORATION  
OF

LA ESPERANZA BAKERY, INC.  
AN IDAHO CORPORATION

2007 APR 11 AM 9:05

SECRETARY OF STATE  
STATE OF IDAHO



The undersigned natural persons of the age of eighteen (18) years or older, acting as incorporators of La Esperanza Bakery, Inc., under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code, adopt the following articles of incorporation :

ARTICLE I - NAME

The name of this Corporation is "La Esperanza Bakery, Inc."

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act. This Corporation shall have, and may exercise, all powers necessary or convenient to effect its purposes, including, but not limited to, the statutory powers specified in the appropriate sections of Idaho Code, as amended and supplemented.

ARTICLE IV - CAPITALIZATION

This Corporation shall have authority to issue an aggregate of one thousand (1,000) shares of stock. This Corporation shall have one (1) class of stock. The class, aggregate number, and par value per share of the shares which the Corporation is authorized to issue are as follows:

| <u>CLASS</u> | <u>NUMBER</u> | <u>PAR VALUE PER SHARE</u> |
|--------------|---------------|----------------------------|
| Common       | 1,000         | No Par Value               |

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ARTICLES OF INCORPORATION (LA ESPERANZA BAKERY, INC.)

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The holders of Common stock shall be entitled to receive, when and as declared by the Board of Directors, as permitted by the Idaho Business Corporation Act, dividends or distributions payable either in cash, in property, or in shares of the capital stock of the Corporation.

Each share of Common stock will have one (1) vote with equal rights to distributions and equal rights to the net assets of the Corporation upon liquidation.

## **ARTICLE V – PREEMPTIVE RIGHTS**

Shareholders of this Corporation shall have preemptive and preferential rights of subscription to any shares of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold. The Board of Directors, in issuing stock of the Corporation or obligations convertible into stock, shall first offer such issue of stock or obligations to the shareholders of the Corporation.

## **ARTICLE VI – CUMULATIVE VOTING**

In all elections for Directors, shareholders shall be permitted to cumulate their votes. In such elections, shareholders shall have a number of votes equal to the number of shares of stock registered in the shareholder's name on the books of the Corporation, multiplied by the number of Directors to be elected.

## **ARTICLE VII – INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of this Corporation, and the address of the Corporation's initial registered office, are as follows:

| <u>NAME</u>     | <u>ADDRESS</u>                         |
|-----------------|--|
| Juan A. Gurrola | 11970 Plantation Ct<br>Nampa, ID 83651 |

## **ARTICLE VIII – DIRECTORS**

The business of the Corporation shall be managed by its Board of Directors, each member of which shall be at least eighteen (18) years of age. The number of directors of the Corporation shall be set forth in the Bylaws and may be altered from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed, the number of directors shall be two (2). Directors do not need to be stockholders of the Corporation.

The name and address of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and qualified, are as follows:

| <u>NAME</u>                        | <u>ADDRESS</u>                         |
|------------------------------------|--|
| Juan A. Gurrola<br>(President)     | 11970 Plantation Ct<br>Nampa, ID 83651 |
| Guillermina Gurrola<br>(Secretary) | 11970 Plantation Ct<br>Nampa, ID 83651 |

#### **ARTICLE IX – INCORPORATORS**

The name and address of the incorporators are as follows:

| <u>NAME</u>         | <u>ADDRESS</u>                         |
|---------------------|--|
| Juan A. Gurrola     | 11970 Plantation Ct<br>Nampa, ID 83651 |
| Guillermina Gurrola | 11970 Plantation Ct<br>Nampa, ID 83651 |

#### **ARTICLE X – ELIMINATION OF PERSONAL LIABILITY OF DIRECTORS**

The Directors of this Corporation are not liable to the Corporation or to its shareholders for monetary damages for any action taken, or failure to take any action, as a director, except for the following:

- (1) The amount of a financial benefit received by a director to which he or she is no entitled;
- (2) An intentional infliction of harm on the Corporation or the shareholders;
- (3) A violation of Idaho Code § 30-1-833; or
- (4) An intentional violation of criminal law.

## ARTICLE XI – INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify and hold harmless each Director and/or Officer for liability, as defined in Idaho Code § 30-1-850(5), to any entity or person for any action taken, or any failure to take any action, as a director, except for:

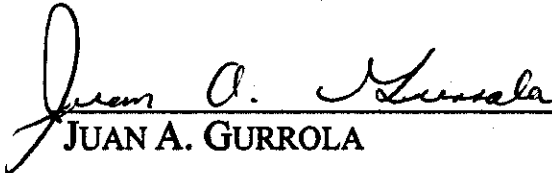
- (1) Receipt of a financial benefit to which he or she is not entitled;
- (2) An intentional infliction of harm on the Corporation or the shareholders;
- (3) A violation of Idaho Code § 30-1-833; or
- (4) An intentional violation of criminal law.

## ARTICLE XII – LIMITED LIABILITY FOR SHAREHOLDERS

The private property of the shareholders shall not be subject to the payment of corporate debts of this Corporation to any extent whatsoever. Shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conduction business, or paying debts of the Corporation.

DATED effective this 10<sup>th</sup> day of April, 2007.

INCORPORATORS:

  
JUAN A. GURROLA

  
GUILLERMINA GURROLA

(CORPORATE SEAL)