



Department of State

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

LOUIS E. CLAPP
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

GENERAL POTATO & ONION DISTRIBUTORS, LTD.

a corporation duly organized and existing under the laws of **California** 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 **1st** day of **July** 19**66**, a properly authenticated copy of its articles of incorporation, and on the **1st** day of **July** 19**66**, a designation of **T. H. Mearls or W. C. Hudson** 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 **1st** day of **July**, A.D. 19**66**.

Secretary of State.

STATE OF CALIFORNIA



DEPARTMENT OF STATE

(PHOTOCOPY CERTIFICATION)

I, FRANK M. JORDAN, *Secretary of State of the State of California*, hereby certify:

That the photographic reproduction hereunto annexed was prepared by and in my office from the record on file of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I hereunto
set my hand and affix the Great
Seal of the State of California

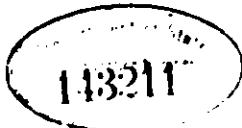
this MAY 11 1968



Frank M. Jordan

Secretary of State

By *William C. [Signature]*
Assistant Secretary of State



ARTICLES OF INCORPORATION

of

GENERAL POTATO & ONION DISTRIBUTORS, LTD.

FILED

Office of the Secretary of State
of the STATE OF CALIFORNIA

FEB 4 - 1931

FRANK C. JORDAN

Secretary of State
By *Chas. H. [illegible]*

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of California; and

WE DO HEREBY CERTIFY:

I.

The name of this corporation shall be GENERAL POTATO & ONION DISTRIBUTORS, LTD.

II.

The purposes for which this corporation is formed are the following:

(1) To engage in the business of buying and selling, exchanging and merchandising potatoes and onions, and handling the same on consignment or brokerage.

(2) To purchase, or otherwise acquire, own, mortgage, pledge, sell, assign, and transfer, or otherwise dispose of, and to invest, trade, deal in and deal with goods, wares and merchandise, stocks, bonds and personal property of every class and description.

(3) To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount, and to purchase, or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description, in any of the States, Districts, Territories or Colonies of the United States, and in any and all foreign countries, subject to the laws of such

State, District, Territory, Colony or Country:

(4) To act as retail and wholesale merchant for the sale of goods, wares and merchandise of any and every character, and to purchase, acquire, convert, manufacture, sell or deal in such goods, wares and merchandise either as principal or as agent;

(5) To purchase, take, own, hold, deal in, mortgage, leave, sell, exchange, transfer, subdivide, or in any manner whatsoever handle or dispose of real property, situated within or without the State of California;

(6) To loan money on the security of mortgages, deeds of trust or any other form of hypothecation of real property, or on the pledge or hypothecation of personal property or without any security whatsoever;

(7) To guarantee the payment of dividends upon stocks or the principal of and/or interest upon bonds, notes, or other evidences of indebtedness or obligations, or the performance of the contracts or other undertakings of any corporation, co-partnership, syndicate, individual or others, and to such extent to enter into, make, perform and carry out contracts of every kind and for any lawful purpose with any person, firm, association, corporation, syndicate or others;

(8) To enter into, make, perform and carry out contracts of every kind for any lawful purpose, without limit as to amount, with any firm, person, association, corporation, municipal corporation or governmental authority;

(9) To acquire the good will, rights, property and assets, or any part thereof, and to undertake the whole or any part of the liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of this cor-

poration, bonds or otherwise; to hold or in any manner dispose of the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the management of said business;

(10) To purchase or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock, bonds or other evidences of indebtedness created by other corporations, and while the holder of such stock to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do;

(11) To borrow money; to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, and to secure the same by mortgage, pledge, deed of trust or other hypothecation of any or all of the property of the corporation;

(12) To purchase or otherwise acquire, hold, use, sell or in any manner dispose of, and to grant licenses or other rights and in any manner deal in and with patents, inventions, improvements, processes, formulas, trade-marks, trade-names, rights and licenses secured under letters patent, copyrights or otherwise;

(13) To purchase, hold and re-issue the shares of its capital stock;

(14) To carry on any or all of its operations and business and promote its objects and purposes within the State of California or elsewhere, without any restriction as to place or amount;

(15) To carry on any other business related thereto or in connection therewith;

(16) To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principal, agent, contractor, or otherwise, alone or in association with others.

The foregoing shall be construed both as objects and powers, and the enumeration thereof shall not be deemed to limit or restrict in any manner the powers now or hereafter conferred upon this corporation by the laws of the State of California, and are additional and supplemental to such powers.

III.

The county of this state where the principal office for the transaction of the business of this corporation is to be located is the City and County of San Francisco.

IV.

The number of shares of the capital stock of this corporation which may be issued shall be one thousand (1,000) shares and the par value of each share shall be One Hundred (\$100.) Dollars and the aggregate par value of all shares shall be One Hundred Thousand Dollars (\$100,000.00).

V.

The total number of shares actually subscribed is six (6) and the names of the subscribers and the number of shares respectively for which they have subscribed and the amount to be paid by them for such shares are the following:

<u>Name and Address</u>	<u>No. of Shares</u>	<u>Amount</u>
J. Zentner San Francisco, Calif.	1	\$100.00
M. Zuckerman Stockton, Calif.	1	\$100.00

E. M. Schwartz	1	\$100.00
Stockton, Calif.		
C. W. Kelly	1	\$100.00
San Francisco, Calif.		
L. R. Clark	1	\$100.00
San Francisco, Calif.		
E. Olcese	1	\$100.00
San Francisco, Calif.		

VI.

The number of directors of this corporation shall be six (6) and the names and residences of the persons who are appointed to act until the first annual meeting of the shareholders or until the election and qualification of their successors are the following:

<u>Names</u>	<u>Addresses</u>
J. Zentner	San Francisco, Calif.
M. Zuckerman	Stockton, Calif.
E. M. Schwartz	Stockton, Calif.
C. W. Kelly	San Francisco, Calif.
L. R. Clark	San Francisco, Calif.
E. Olcese	San Francisco, Calif.

VII.

The directors of this corporation are hereby denied the power to levy assessments upon the shares of the capital stock of this corporation.

IN WITNESS WHEREOF we have set our hands to the foregoing Articles of Incorporation this 28th day of January 1931.

J. Zentner
M. Zuckerman
E. M. Schwartz
C. W. Kelly
L. R. Clark
E. Olcese

State of California.

COUNTY OF SAN JOAQUIN

On this **Second** day of **February** in the year **four thousand nineteen hundred and thirty one** before me, **George W. Lyons** a Notary Public in and for said County and State, resulting therein, duly commissioned and qualified, personally appeared **E. M. Schwartz**

known to me to be the person whose name and 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 at my office in the County of San Joaquin, the day and year in this certificate first above written.

Notary Public in and for the County of San Joaquin, State of California
My Commission Expires **June 10, 1933**

ACKNOWLEDGMENT - GENERAL

Address

STATE OF CALIFORNIA,
City and County of San Francisco

On the **30th** day of **January** in the year **four thousand nine hundred and thirty one** before me, **James Daggett**, a Notary Public in and for said County and State, resulting therein, duly commissioned and qualified, personally appeared **James Daggett** and **John Kelly**

known to me to be the persons whose names and whose names **are** subscribed to the within instrument, and acknowledged to me that they executed the same

In Witness Whereof, I have hereunto set my hand and affixed my official Seal at my office in the City and County of San Francisco, the day and year in this certificate first above written.

James Daggett
Notary Public in and for the City and County of San Francisco, State of California

State of California,

COUNTY OF **Los Angeles**

On this **28th** day of **January** A.D. 1931 before me, **Frank C. Epperson** a Notary Public in and for said County and State, personally appeared **M. Juckerman**

known to me to be the person whose name and 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.

Frank C. Epperson

E. Olesse

143211

FILE
In the office of the Secretary of State
of the State of California
MAY 25 1955
FRANK M. JORDAN, Secretary of State
F. J. Jordan

Place of business chg. to: SACRAMENTO COUNTY

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF
GENERAL POTATO & ONION DISTRIBUTORS, LTD.

The undersigned, E. M. SCHWARTZ and JOHN VON HUSEN, do hereby certify that they are, respectively, and have been at all times herein mentioned, the duly elected and acting President and Secretary of GENERAL POTATO & ONION DISTRIBUTORS, LTD., a California corporation, and further that:

ONE: At a special meeting of the Board of Directors of the said corporation duly held at the offices of said corporation at 141 West Water Avenue, Stockton, California, at 3:22 o'clock P.M. on the 15th day of May, 1955, at which meeting there were at all times present and acting a quorum of said Board, the following resolutions were duly adopted:

WHEREAS, it is deemed by the Board of Directors of this corporation to be to its best interests and to the best interests of its shareholders that its Articles of Incorporation be amended as hereinafter provided;

NOW, THEREFORE, BE IT RESOLVED that Article III of the Articles of Incorporation of this corporation be amended to read as follows:

III

The County in the State of California where the principal office for the transaction of business of this corporation is to be located in San Joaquin County.

RESOLVED, FURTHER, that the Board of Directors of this corporation hereby adopts and approves said amendment of its Articles of Incorporation and

RESOLVED, FURTHER, that the President or a Vice President and the Secretary or an Assistant Secretary of this corporation be, and they are hereby, authorized and directed to procure the adoption and approval of the foregoing amendment by the vote or written consents of the shareholders of this corporation holding at least a majority of the voting power, and thereafter to sign and verify by their oath and to file a Certificate in the form and manner required by Section 3672 of the California Corporations Code, and in general to do any and all things necessary to effect said amendment in accordance with said Section 3672.

1 TWO: At a special meeting of the shareholders of said
2 corporation duly held at the office of said corporation at 3:36
3 o'clock P.M. on the 5th day of May, 1955, the following resolution
4 were duly adopted:

5 WHEREAS, the Board of Directors of this cor-
6 poration at a special meeting duly held on the 5th
7 day of May, 1955, at the offices of this corpora-
8 tion located at 146 West Weber Avenue, Stockton,
9 San Joaquin County, California, adopted and approved
10 by resolution of said Board an amendment of the
11 Articles of Incorporation of this corporation amend-
12 ing Article III of said Articles to read as follows:

13 III


14 The County in the State of California where the
15 principal office for the transaction of business of
16 this corporation is to be located is San Joaquin
17 County.

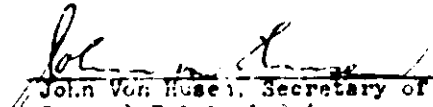
18 NOW, THEREFORE, BE IT RESOLVED that the fore-
19 going amendment of the Articles of Incorporation of
20 this corporation be, and the same is hereby, adopted
21 and approved by the shareholders of this corporation,
22 and that Article III of the Articles of Incorporation
23 of this corporation be amended to read as herein set
24 forth.

25 THREE: The foregoing amendment was adopted and approved
26 at said shareholders' meeting by the total vote of two hundred
27 fifty (250) shares.

28 FOUR: The total number of shares of said corporation
29 entitled to vote in or consent to the adoption of such amendment
30 is two hundred fifty (250) shares.

31 IN WITNESS WHEREOF, the undersigned have executed this
32 Certificate of Amendment this 23rd day of August, 1955.

33 
34 E. M. Schwartz, President of
35 General Potato & Onion
36 Distributors, Ltd.

37 
38 John Von Huse, Secretary of
39 General Potato & Onion
40 Distributors, Ltd.

1 STATE OF CALIFORNIA)
2 COUNTY OF SAN JOAQUIN) SS.

3 E. M. SCHWARTZ and JOHN VON HUSEN, being first duly
4 sworn, each deposes and says:

5 That E. M. SCHWARTZ is and was at all of the times
6 mentioned in said foregoing Certificate of Amendment the President
7 of GENERAL POTATO & ONION DISTRIBUTORS, LTD., a California
8 corporation, therein mentioned, and JOHN VON HUSEN is and was at
9 all of said times the Secretary of said corporation; that each
10 has read said Certificate of Amendment and that the matters set
11 forth therein are true of his own knowledge, and that the sig-
12 nature purporting to be the signature of said President and
13 Secretary thereto are the genuine signatures of said President
14 and Secretary, respectively.

15 E. M. Schwartz
16 E. M. Schwartz

17 John Von Huse
18 John Von Huse

19
20 Subscribed and sworn to before me
21 this 23rd day of August, 1955.

22 Erwin E. Gilbons
23 Notary Public in and for the County
24 of San Joaquin, State of California.

JAN 25 1966
1 W. H. [Signature] Secretary of State
2 [Signature] Deputy
3 CERTIFICATE OF AMENDMENT
4 OF
5 ARTICLES OF INCORPORATION
6 OF
7 GENERAL POTATO & ONION DISTRIBUTORS, LTD.

8 The undersigned, CLAUDE M. AUNGER and HENRY E. EBSTEIN,
9 do hereby certify that they are, respectively, and have been at
10 all times herein mentioned, the duly elected and acting President
11 and Secretary of GENERAL POTATO & ONION DISTRIBUTORS, LTD., a
12 California corporation, and further that:

13 ONE: At a special meeting of the Board of Directors of
14 said corporation duly called, noticed, convened, and held at its
15 principal office for the transaction of business at 148 West Weber
16 Avenue, Stockton, San Joaquin County, California, on the 12th day
17 of January, 1966, commencing at 10:00 o'clock A.M., at which
18 meeting there was at all times present and acting a quorum of the
19 members of said Board, the following resolutions were duly and
20 unanimously adopted:

21 WHEREAS, it is deemed to be in the best
22 interests of this corporation and to the best interests
23 of its shareholders that its Articles of Incorporation
24 be amended as hereinafter provided;

25 NOW, THEREFORE, BE IT RESOLVED that Article
26 IV of the Articles of Incorporation of this corporation
27 be amended to read as follows:

28 IV.

29 This corporation is authorized to issue only
30 one (1) class of shares of stock, to be denominated
31 Common stock; the total number of such shares shall
32 be two thousand (2,000); the aggregate par value
of all of said shares shall be Two Hundred Thousand
Dollars (\$200,000.00); and the par value of each
of said shares shall be One Hundred Dollars
(\$100.00).

RESOLVED, FURTHER, that said amendment of the
Articles of Incorporation of this corporation is hereby
adopted and approved.

TWO: At a special meeting of the shareholders of said
corporation duly called, noticed, convened, and held at said prin-
cipal office for the transaction of business, commencing at 11:07

1 o'clock A.M., on the 12th day of January, 1966, at which meeting
2 there was at all times present and acting a quorum of the share-
3 holders of said corporation, resolutions identical in form to said
4 directors' resolutions were duly adopted; the wording of the amended
5 Article as set forth in the shareholders' resolutions was and is
6 the same as that set forth in the directors' resolutions.

7 THREE: The foregoing amendment was adopted and approved at
8 said shareholders' meeting by the total vote of five hundred eighty-
9 nine and three-tenths (589.3) shares.

10 FOUR: The total number of shares of said corporation entitled
11 to vote on or consent to the adoption of such amendment is one
12 thousand (1,000).

13 IN WITNESS WHEREOF, the undersigned have executed this
14 Certificate of Amendment this 20th day of January, 1966.

15
16 CLAUDE M. AUNGER,
President of GENERAL POTATO
& ONION DISTRIBUTORS, LTD.

17
18 HENRY E. EBSTEIN,
Secretary of GENERAL POTATO
& ONION DISTRIBUTORS, LTD.

19
20
21 STATE OF CALIFORNIA)
22) SS.
COUNTY OF SAN JOAQUIN)

23 CLAUDE M. AUNGER and HENRY E. EBSTEIN, each being first
24 duly sworn, each for himself, deposes and says:

25 That Claude M. Aunger is, and was at all of the times
26 mentioned in the foregoing Certificate of Amendment, the President
27 of General Potato & Onion Distributors, Ltd., the California cor-
28 poration therein mentioned, and Henry E. Ebstein is, and was at all
29 o. said times, the Secretary of said corporation; that each has read
30 said Certificate and that the matters set forth therein are true
31 of his own knowledge, and that the signatures purporting to be the
32 signatures of said President and of said Secretary thereto are the

genuine signatures of said President and of said Secretary, respectively.

Claude M. Auger

Henry E. Eustein

Subscribed and sworn to before me
this 20th day of January, 1966.

Leon E. Warnke (SEAL)
Leon E. Warnke, Notary Public for the
State of California with principal
office in San Joaquin County.

My Commission Expires: July 17, 1967.

