



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

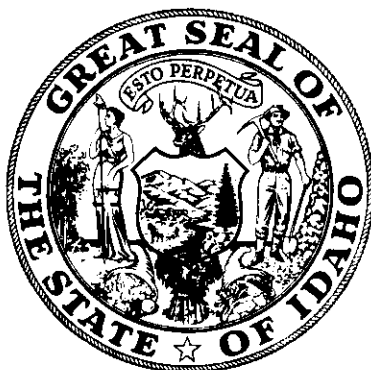
ROYAL CROWN BOTTLING COMPANY OF SOUTHEASTERN IDAHO, INC.

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 \_\_\_\_\_

ROYAL CROWN BOTTLING COMPANY OF SOUTHEASTERN IDAHO, 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 March 17, 19 80.



*Pete T. Cenarrusa*

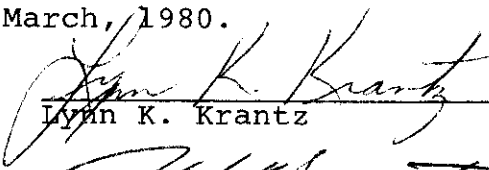
SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

N O T I C E

We, the undersigned, being the sole officers and directors of Royal Crown Cola Bottling Co., hereby consent to the establishment of a corporation in Idaho under the name of Royal Crown Cola Bottling Company of Southeast Idaho.

Dated this 3 day of March, 1980.

  
Lynn K. Krantz

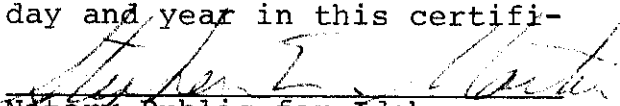
  
Jeff Krantz

STATE OF IDAHO           )  
                                  ) ss.  
County of Bonneville)

On this 3 day of March, 1980, before me, the undersigned Notary Public for Idaho, personally appeared LYNN K. KRANTZ, known to me to be the person whose name is subscribed to the foregoing NOTICE, 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.

(seal)

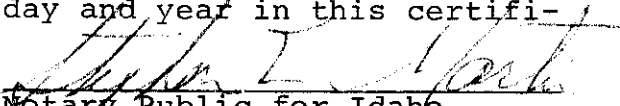
  
Notary Public for Idaho  
Residing at Idaho Falls, Idaho  
My commission expires: 4/30

STATE OF IDAHO           )  
                                  ) ss.  
County of Bonneville)

On this 3 day of March, 1980, before me, the undersigned Notary Public for Idaho, personally appeared JEFF KRANTZ, known to me to be the person whose name is subscribed to the foregoing NOTICE, 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.

(seal)

  
Notary Public for Idaho  
Residing at Idaho Falls, Idaho  
My commission expires: 4/30

10

ARTICLES OF INCORPORATION  
OF  
ROYAL CROWN BOTTLING COMPANY OF SOUTHEASTERN IDAHO, INC.

SECRETARY OF  
STATE

The undersigned, both 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 said corporation shall be ROYAL CROWN BOTTLING COMPANY OF SOUTHEASTERN IDAHO, INC.

II

The corporation is formed for the following purposes:

- (a) To bottle and sell soft drinks and conduct any and all businesses related thereto.
- (b) 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 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.
- (c) To conduct business in this State and other states in the United States of America, to have one or more 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.
- (d) 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 association with other corporations, partnerships, 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.

(e) 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 payments of debts, notes, agreements, contracts, and undertaking of any other person, firm, partnership or corporation; and including also the power to act as an accommodation co-maker or guarantor of obligations either as a primary or secondary obligor.

(f) To do any and all other such acts, things and business in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinbefore enumerated, or calculated, directly or indirectly, to promote the best interests of the corporation.

(g) 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 declaration 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 be, and hereby are, included as

purposes and powers of this corporation.

### III

The registered office and post office address of this corporation shall be P. O. Box 101, Twin Falls, Idaho, 83301. The name of the registered agent is Elizabeth G. Birrell.

### 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 number shall be not 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. Until the first election of Directors, the initial Directors shall be Elizabeth G. Birrell, 145 Larkspur Drive, Twin Falls, Idaho, 83301, Dennis W. Birrell, 958 Gallup Drive, Twin Falls, Idaho, 83301, Richard G. Birrell, 2232 Crest Avenue, Twin Falls, Idaho, 83301, John Arnold Birrell, 933 Cedar Knolls, Cedar City, Utah, 84720, and Roderick M. Hammer, 265 South 1960 West, Cedar City, Utah, 84720.

### 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 re-enactment, 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 re-enactment, 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 total number of shares of all classes of stock which the corporation shall have authority to issue is two hundred fifty (250), which shall be common stock, shall have no par value, and shall not be restricted.

VIII

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

<u>NAME</u>	<u>ADDRESS</u>
Dennis W. Birrell	958 Gallup Drive Twin Falls, ID. 83301
Richard G. Birrell	2232 Crest Avenue Twin Falls, ID. 83301

IN WITNESS WHEREOF, the parties have executed these Articles of Incorporation this 27 day of February, 1980.

*Dennis W. Birrell*  
*Richard G. Birrell*

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

On this 27<sup>th</sup> day of Feb., 1980, before me,  
the undersigned, a Notary Public in and for said State, per-  
sonally appeared DENNIS W. BIRRELL, known to me to be one of the  
signers of the foregoing instrument, and he duly acknowledged  
to me that he executed the same.

Helen Westrich  
NOTARY PUBLIC  
Residence: Twin Falls, Id.

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

On this 27<sup>th</sup> day of Feb., 1980, before me,  
the undersigned, a Notary Public in and for said State, per-  
sonally appeared RICHARD G. BIRRELL, known to me to be one of  
the signers of the foregoing instrument, and he duly acknowledged  
to me that he executed the same.

Helen Westrich  
NOTARY PUBLIC  
Residence: Twin Falls, Id.