

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

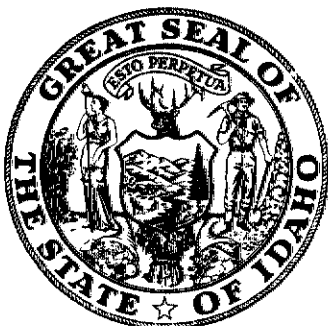
"MOM! WHAT'S FOR DINNER??", INC.

File number C 108593

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 the above named corporation, 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: December 16, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*[Signature]*

ARTICLES OF INCORPORATION

OF

"MOM! WHAT'S FOR DINNER??", INC.

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KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, who is a natural person and a citizen of the United States of America at the age of twenty-one years and upwards, desiring to form a corporation under the laws of the State of Idaho, do hereby adopt these Articles of Incorporation and execute the same in triplicate:

ARTICLE I.

The name of this corporation is "MOM! WHAT'S FOR DINNER??", INC.

ARTICLE II.

The duration of this corporation shall be perpetual.

ARTICLE III.

The location and post office address of the registered office of this corporation in the State of Idaho is Route 2 Box 99B, Genesee, ID 83832; and the name of the registered agent of the corporation at that address is GAYLE MARIE ANDERSON.

ARTICLE IV.

This corporation is authorized to issue one class shares of capital stock which shall be common stock.

The total number of shares of capital stock this corporation shall be authorized to issue is 5,000.

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The par value of each of the shares of capital stock shall be TEN DOLLARS (\$10.00).

The aggregate par value of the shares of the corporation shall be FIFTY THOUSAND (\$50,000.00).

The stock of the corporation shall be non-assessable.

#### ARTICLE V.

The purposes, objects and powers of this corporation are as follows:

To engage, generally, in the business of food preparation and catering.

To, in general, carry on and conduct any other lawful business or activity which may be advantageously carried on and conducted with, or incidental to, any and all of the businesses, matters and things aforesaid.

To do each and every thing incidental or related to the objects and purposes herein set forth.

To lease, purchase, or otherwise secure, acquire, own, hold, manage, improve, use, operate, sell, assign, transfer, rent, lease, convey and otherwise deal with and in real and personal property of every kind, type and description.

To enter into, execute, perform and carry out contracts of every kind for any lawful purpose, the doing of which is incidental, ancillary, pertaining, related, necessary or proper to or connected with any or all of the objects, purposes and kinds of business in this article mentioned.

To lend and advance money or give credit to such persons and on such terms as may seem expedient, and to give guaranty and become security for persons; but nothing herein contained shall be construed to give such corporation banking powers.

To borrow money without limitation as to the amount for any purpose or purposes of the corporation, whether secured or unsecured, and from time to time, make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange or other obligations of the corporation for moneys borrowed or in payment of property acquired or for any of the other objects or purposes of the corporation or its business, and to secure the payment of such obligations by mortgage, pledge, deed, indenture, agreement, trust deed, or by other lien upon, assignment of, or agreements in regard to, all or any part of the property, rights, or pledges of the corporation wheresoever situated, whether now owned or hereafter to be acquired.

To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the object or the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things, incidental, ancillary, related, pertaining, necessary or proper to or connected with any or all of the objects or purposes in this article mentioned or in any part or parts

thereof, provided that the same shall not be inconsistent with the laws and statutes of the State of Idaho or of any state wherein this corporation shall engage in business.

To engage in business and to exercise its objects, purposes and powers within and without the State of Idaho.

The purposes specified in this article shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to, or inference from, the terms of any other paragraph or clause in this or any other article, but the purposes and powers specified in each of the paragraphs and clauses herein shall be regarded as independent purposes and powers, and the enumerations of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning or general terms and purposes of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be in like nature.

That the enumeration of purposes and powers herein set forth are not intended to and shall not in any manner limit or restrict the general powers of this corporation under the laws and statutes of the State of Idaho or any other state or states wherein this corporation shall engage in business.

The word "person" used in this article shall include a partnership, association and/or corporation; and the word "person" used in this article shall include partnerships, associations and/or corporations.

ARTICLE VI.

This corporation shall have the power and authority to buy or otherwise acquire its own stock and to hold the same as treasury stock and to sell or otherwise dispose of the same.

ARTICLE VII.



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

<u>Name of</u> <u>Incorporators:</u>	<u>Post Office Address:</u>	<u>Number of Shares</u> <u>Subscribed:</u>
Gayle Marie Anderson	Rt. 2 Box 99B Genesee, ID 83832	100 shares
Lezah Jean Becker	Rt. 2 Box 10 Genesee, ID 83832	100 shares

ARTICLE VIII

That the persons whose names and addresses appear as incorporators in Article VII above are the initial directors named by the incorporators of this corporation to serve until the first election of directors of this corporation.

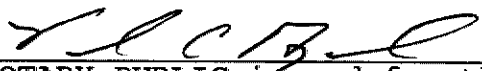
IN WITNESS WHEREOF, we, the undersigned, have hereunto set our hands this 9 day of December, 1994.

  
GAYLE MARIE ANDERSON  
  
LEZAH JEAN BECKER

STATE OF IDAHO            )  
                              )       ss.  
County of Latah         )

On this 13<sup>TH</sup> day of December, 1994, before me, the undersigned, a Notary Public in and for said state, personally appeared GAYLE MARIE ANDERSON and LEZAH JEAN BECKER, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal the date last above written.

  
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NOTARY PUBLIC in and for the  
State of Idaho, residing in  
Latah County.  
My commission expires: 3/2/98