

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

JACOBSEN BAKING COMPANY

a corporation duly organized and existing under the laws of **Washington** 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 **Eleventh** day of **April**, 19 **52**, a properly authenticated copy of its articles of incorporation, and on the **Eleventh** day of **April**, 19 **62**, a designation of **T. H. Eberle, W. D. Eberle or J. L. Eberle** 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 **11th** day of **April**, A.D. 19 **62**.

Secretary of State.

United States of America
State of Washington

DEPARTMENT



OF STATE

TO ALL TO WHOM THESE PRESENTS SHALL COME

I,

Victor A. Meyers

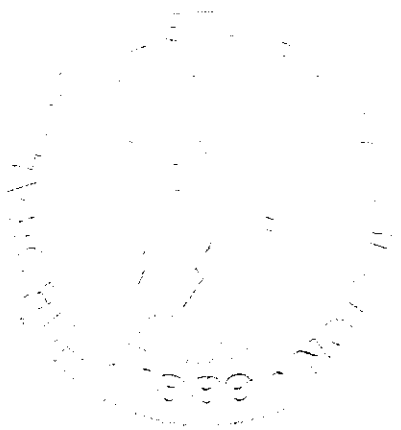
Secretary of State of the

State of Washington, and custodian of the Seal of said State, do hereby

certify that there is on file a true and correct copy of the Articles of Incorporation of JACOBSON LAMINATING COMPANY, as amended, and that said Articles of Incorporation were filed on

March 17, 1938, and I further certify that JACOBSON LAMINATING COMPANY is in good

standing with all taxes of Washington State paid to July 1, 1939.



*In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the State of
Washington. Done at the Capitol, at Olympia,
this 17th day of March A.D. 1938*

Victor A. Meyers

Secretary of State

By *James E. ...*

James E. ...
Assistant Secretary of State

ARTICLES OF INCORPORATION
OF
JACOBSEN BAKING COMPANY

THESE PRESENTS WITNESS, That we, H. BURR KELSEY, H. DAY BRIGHAM, JR. and EDWARD E. SHEA, all of whom are of full age, and at least two of whom are citizens of the United States, being desirous of forming a corporation for the purposes hereinafter specified, and in conformity with Title 23 of the Revised Code of Washington, do make and subscribe the following written articles of incorporation in triplicate:

ARTICLE I

The name of this Corporation shall be JACOBSEN BAKING COMPANY.

ARTICLE II

The purposes for which this Corporation is formed are:

To manufacture, buy, sell and otherwise deal in bread, cakes, pies, biscuits, crackers, macaroni, candy, candied fruits, sugars, syrups and other sugar compounds, and all other bread stuffs, sugar, food, sweetmeat and bakery products; to buy, sell, import, export and deal in any and all articles which may be used in connection with, or which may be incident to, such manufacture, use, purchase and sale.

To acquire, construct, equip, lease, own and operate factories, plants, shops, warehouses, stores, selling agencies and offices anywhere for the manufacture, production, purchase, disposition and sale of such articles.

To acquire and conduct, maintain and operate anywhere stores, shops, plants and offices for the purchase and sale of general merchandise.

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise

and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of this Corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this Corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To borrow or raise moneys for any of the purposes of the Corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the Corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes.

To loan to any person, firm or corporation any of its surplus funds, either with or without security.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

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 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.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Washington upon corporations and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in these articles of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

ARTICLE III

The duration of this Corporation shall be perpetual.

ARTICLE IV

The location and post office address of the registered office in the State of Washington is 1218

Third Avenue, c/o Marchall Chandler, Seattle 1, County of King, Washington.

ARTICLE V

The total authorized number of shares shall be One Thousand (1,000) of the par value of One Hundred Dollars (\$100) per share, amounting in the aggregate to One Hundred Thousand Dollars (\$100,000).

The Corporation shall be entitled to treat the person in whose name any share, right or option is registered as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to or interest in such share, right or option on the part of any other person, whether or not the Corporation shall have notice thereof, save as may be expressly provided by the laws of the State of Washington.

A director shall be fully protected in relying in good faith upon the books of account of the Corporation or statements prepared by any of its officials as to the value and amount of the assets, liabilities and/or net profits of the Corporation, or any other facts pertinent to the existence and amount of surplus or other funds from which dividends might properly be declared and paid.

Without action by the stockholders, the shares of stock may be issued by the Corporation from time to time for such consideration, not less than the par value thereof, as may be fixed from time to time by the Board of Directors thereof, and any and all such shares so issued, the full consideration for which has been paid or

delivered, shall be deemed fully paid stock and not liable to any further call or assessment thereon, and the holder of such shares shall not be liable for any further call or assessment thereon or for any further payment thereon.

ARTICLE VI

The amount of paid-in capital with which this Corporation will begin business shall be Five Hundred Dollars (\$500).

ARTICLE VII

The names and post office addresses of the first directors who shall manage the concerns of the Corporation until the 30th day of April, 1962 are:

| NAMES | POST OFFICE ADDRESSES |
|---------------------|---------------------------------|
| H. Burr Kelsey | 120 Broadway, New York 5, N. Y. |
| H. Day Brigham, Jr. | 120 Broadway, New York 5, N. Y. |
| Edward E. Shea | 120 Broadway, New York 5, N. Y. |

ARTICLE VIII

The name and post office address of each of the incorporators and the number and class of shares for which each subscribes are as follows:

| NAMES | POST OFFICE ADDRESSES | NO. OF SHARES |
|---------------------|--------------------------------|------------------|
| H. Burr Kelsey | 120 Broadway, New York 5, N.Y. | 1 |
| H. Day Brigham, Jr. | 120 Broadway, New York 5, N.Y. | 1 |
| Edward E. Shea | 120 Broadway, New York 5, N.Y. | 1 |

ARTICLE IX

In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make and alter the by-laws of this Corporation except any by-laws fixing their qualifications, term of office or compensation, subject to the power of the shareholders to change or repeal such by-laws.

To authorize and cause to be executed mortgages and liens upon the real and personal property of this Corporation.

To set apart out of any of the net profits arising from the business of this Corporation, a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created.

By resolution passed by a majority of the whole board, to designate two or more of the directors to constitute an executive committee, which to the extent provided in such resolution shall have and exercise the authority of the board of directors in the management of the business of the Corporation.

Elections of directors need not be by ballot.

Any director may be removed, whether cause shall be assigned for such removal or not, and his place filled at any meeting of the stockholders by the vote of a

majority of the outstanding stock of the Corporation entitled to vote. Vacancies in the Board of Directors (except vacancies arising from the removal of directors) and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, though less than a quorum.

ARTICLE X

The Corporation may have one or more offices within or without the State of Washington, and the books of the Corporation (except those which are required by the statutes of Washington to be kept at the registered office) may be kept outside of the State of Washington at such places as may be from time to time designated by the board of directors. Meetings of shareholders may be held outside the state.

ARTICLE XI

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE XII

A director or officer of the Corporation shall not be disqualified by his office from dealing or

contracting with the Corporation either as a vendor, purchaser or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a stockholder, officer or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified or approved either (1) by a vote of a majority of a quorum of the Board of Directors or of the Executive Committee, without including in such majority of a quorum any director so interested or member of a firm so interested, or a stockholder, officer or director of a corporation so interested, or (2) by the written consent of the holders of record of a majority of all the outstanding shares of stock of the Corporation entitled to vote or the affirmative vote of the holders of a majority of the stock of the Corporation represented at any meeting at which a quorum is present, nor shall any director or officer be liable to account to the Corporation for any profits realized by or from or through any such transaction or contract of the Corporation authorized, ratified or approved as aforesaid by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a stockholder, officer or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorization, ratification or approval of such transactions or contracts in any other manner permitted by law.

Any contract, transaction or act of the Corporation or of the Board of Directors which shall be ratified by the affirmative vote of the holders of a majority of the stock of the Corporation represented at any meeting at which a quorum is present and which is called for that purpose, shall be as valid and binding as though ratified by every stockholder of the Corporation; provided, however, that any failure of the stockholders to approve or ratify such contract, transaction or act, when and if submitted, shall not be deemed in any way to invalidate the same or to deprive the Corporation, its directors or officers of their right to proceed with such contract, transaction or act.

ARTICLE XIII

Any person made a party to any action, suit or proceeding by reason of the fact that he, his testator or intestate, is or was a director or officer of the Corporation, or served at its request as a director or officer of another corporation in which it owned shares of capital stock or of which it was a creditor, shall be indemnified by the Corporation against expenses, including counsel fees, incurred by him in connection with the defense of such action, suit or proceeding, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director or officer is liable for negligence or misconduct in the performance of his duties; and such indemnification shall

not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of stockholders, or otherwise.

IN WITNESS WHEREOF, we have this 27th day of February, A.D. 1962, set our hands and seals to these articles of incorporation in triplicate.

John W. ... [L.S.]

H. Jay Brigham Jr. [L.S.]

Edward E. Shea [L.S.]

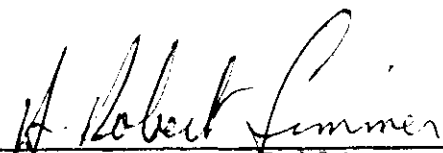
Signed, sealed and delivered
in the presence of

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

I, H. ROBERT LIMMER, a Notary Public in and for the State of New York, duly commissioned, sworn and qualified, do hereby certify that on this 27th day of February, A. D. 1962, before me personally appeared H. BURR KELSEY, H. DAY BRIGHAM, JR. and EDWARD E. SHEA, to me known to be the individuals described in and who executed the within instrument, and acknowledged that they signed and sealed the same as their free and voluntary act and deed for the uses and purposes therein mentioned.

Given under my hand and official seal this 27th day of February, A.D. 1962.

[SEAL]



Notary Public

H. ROBERT LIMMER

Notary Public, State of New York
No. 24-236-1900

Qualified in Kings County
Cert. filed in New York County
Commission Expires March 30, 1963