

ARTICLES OF INCORPORATION

OF

M & H FOODS, INC.

FILED EFFECTIVE  
ORIGINAL  
04 NOV 10 PM 3:39

SECRETARY OF STATE  
STATE OF IDAHO

THE UNDERSIGNED, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

FIRST

The name of the corporation is M & H Foods, Inc.

SECOND

The period of its duration is perpetual.

THIRD

The purpose for which the corporation is organized is the transaction of any or all lawful business for which the corporation may be incorporated under the Idaho Business Corporation Act.

FOURTH

The aggregate number of shares which the corporation shall have the authority to issue is 10,000.

FIFTH

Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares, except as provided in the Idaho Business Corporation Act.

SIXTH

The location of the initial registered office of the corporation is 1101 W. River Street, Suite 100, and the name of its initial registered agent is David P. McAnaney.

ARTICLES OF INCORPORATION - 1

M:\Clients\M & H Foods - 04099\04099.001 - Formation of S Corp\Articles of Incorporation.doc

IDAHO SECRETARY OF STATE  
11/10/2004 05:00  
CK: 1332 CT: 85549 BH: 775960  
1 @ 100.00 = 100.00 CORP # 2  
1 @ 20.00 = 20.00 EXPEDITE C # 3

C157267

SEVENTH

The number of directors constituting the initial Board of Directors is one (1), and the names and addresses of the persons who are to serve until the first annual meeting of the shareholders and until their successors are elected and qualified are:

Lee R. Mitchell  
P.O. Box 517  
Hagerman, ID 83332

EIGHTH

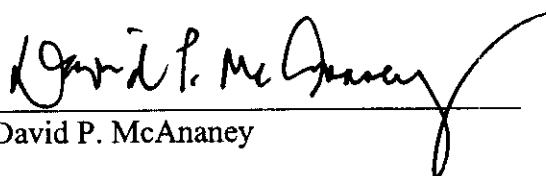
The name and address of the incorporator are as follows:

David P. McAnaney  
1101 West River Street, Suite 100  
Boise, Idaho 83702

NINTH

The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the corporation and to adopt new Bylaws, subject to repeal or change by a majority vote of the shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10<sup>th</sup> day of November, 2004.

  
\_\_\_\_\_  
David P. McAnaney