

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

COLDEN FRIES OF IDAMO, INC.

a corporation duly organized and existing under the laws of	Hereda	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 10ch day	y of	Z
1967 a properly authenticated copy of its articles of incorpora	tion, and on the	10th
day of 19 67, a designation of	Herren E. Jodk	2. in
the County of as statutory agent for said c	orporation within	the State of
Idaho, upon whom process issued by authority of, or under any la	w of this State, m	ay be served.
AND I FURTHER CERTIFY, That said corporation has com	plied with the laws	s of the State
of Idaho, relating to corporations not created under the laws of	the State, as conta	ined in Chap-
ter 5 of Title 30, Idaho Code, and is therefore duly and regularly	y qualified as a c	orporation in
Idaho, having the same rights and privileges, and being subj	ect 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 day of

A.D. 187

Secretary of State.





DEPARTMENT OF STATE

I, JOHN KOONTZ, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that the annexed is a true, full and correct transcript of the original Articles of Incorporation of

GOLDEN FRIES OF IDAHO, INC.

as the same appears on file and of record in this office.

In Witness Whereof, I have hereunto set my hand and affixed the Great Seal of State, at my office in Carson City, Nevada, this 29TH day of DECEMBER A. D. 19 66

Secretary of State

Deputy

Form 1

533

ARTICLES OF INCORPORATION

OF

MURRAY POSIN ATTORNEY AT LAW 109 SOUTH THIRD STREET LAS VEGAS, NEVADA 89101 TELEPHONE 382-0242

GOLDEN FRIES OF IDAHO, INC.

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, for the purpose of association to establish a corporation for the transaction of business, and the promotion and conduct of the objects and purposes hereinafter stated, under the previsions and subject to the requirements of the laws of the State of Nevada, do make, record and file these Articles of Incorporation in writing.

AND WE SO HEREBY CERTIFY:

I

The name of the corporation (which is hereinafter referred to as "the corporation") shall be:

GOLDEN FRIES OF IDAHO, INC.

II

The location of said corporation's principal office shall be Suite 209 Nevada Building, 109 South Third Street, Las Vegas, Nevada. The company may also have one or more offices outside of the State of Nevada where the books of the corporation may be kept and meetings of the directors and stockholders may be held as may be determined by the Board of Directors.

III

The purposes for which this corporation is formed are:

(a) To engage in the growing, producing, distributing, shipping, trading, warehousing, processing, exploiting, handling, packaging, buying and selling of potatos and potato products in every manner and form; to wanufacture, lease, license, buy, and otherwise acquire and to sell, exchange, repair, install, trade, and deal in potato processing equipment of any and every description.

- 12
- 14
- 16

- 17 18
- 19 20
- 21
- 22 23
- 24
- 25 26
- 28

29

27

- 30 31
- 32
- MURRAY POSIN ATTORNEY AT LAW 109 SOUTH THIRD STREET AS VEGAS, NEVADA 89101

- To purchase, acquire, lease, hold, sell and maintain, exchange, mortgage, improve, develop, construct, equip, operate and generally deal in any and all lands, dwelling houses, hotels, apartment houses, boarding houses, business blocks, office buildings, and other buildings of any kind, and the products and avails thereof, and any and all other property of any kind and every description, real, personal or mixed, wheresoever situated, including water and water rights.
- (c) To enter into contracts and agreements with persons, firms and corporations for and in connection with the general business of dealing in and with all classes of merchandise, wares, goods and articles of trade.
- (d) To acquire, by purchase or otherwise, the good will, business, property rights, franchises and assets of every kind, with or without undertaking in whole or in part the liabilities of any person, firm, association or corporation; and to acquire any business as a going concern; to hold, maintain, and operate or in any manner dispose of the whole or any part of the good will, business rights and property so acquired; and to exercise all the powers necessary or convenient in or about the management of such business.
- To buy, contract, lease and in any and all ways acquire, take hold, and own, to sell, mortgage, pledge, lease and otherwise dispose of patents, licenses, and processes or rights and governmental, state, territorial, county and municipal grants and concessions of every character which this corporation may deem advantageous, in the presecution of its business, or in the maintenance, operation, development or extension of its properties.
- To form, promote, subscribe and assist financially or otherwise, companies, syndicates, partnerships and associations of all kinds, and to give any guarantee in connection therewith or otherwise, for the payment of money, or for the performance

8 9

10

11 12

14

15

13

16 17

18 19

21 22

20

23 24

25

26 27

28 29

30

31

32

MURRAY POSIN ATTORNEY AT LAW LAS VEGAS, NEVADA 89101 TELEPHONE 382-0242

of any obligation or undertaking; to issue, accept, discount, negotiable or other evidence of indebtedness.

- (g) To enter into, the, perform and carry out, contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government or other municipal or governmental subdivision.
- To borrow money, to issue bonds, notes or other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to secure the same by mortgage, pledge, or otherwise or to issue the same unsecured.
- To lend money; to purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge or otherwise dispose of and deal in shares, bonds, notes or other securities of any other person, corporation or association, whether domestic or foreign, or whether or not or hereafter organized or existing; and while the holder thereof, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon to the same extent as a natural person might or could do.
- To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes of the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.
 - To engage in any lawful activity.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be, in no wise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes, and the specifications herein contained of particular powers is not intended to be, and shall not be held

10

11

12

13

14

15

16

17

18

19

20

21

22

23

24

25

26

27

28

29

30

31

to be, in limitation of the general powers herein contained, or in limitation of the powers granted to the corporation under the laws of the State of Nevada, but is intended to be, and shall be held to be, in furtherence thereof.

IV

The total amount of Capital Stock of this corporation shall be Twenty Five Million (\$25,000,000) Dollars and the number of shares into which it shall be divided will be Two Million Five Hundred Thousand (2,500,000) Shares of a par value of Ten (\$10.00) Dollars each. All of said shares shall be Common Stock and all shall be of the same class.

V

In the election of Directors, every share-holder of record, in calculating the number of votes to which he may be entitled, shall have the right to multiply the number of his shares by the number of directors to be elected, and he may cast all such votes for one candidate or he may distribute them among any two or more candidates.

VI

In the event the Capital Stock of this corporation shall hereafter be increased, said additional stock shall first be offered at par, pro rate, to the stockholders of record in relation to their then present holdings.

VII '

The members of the governing board of this corporation shall be styled directors, and the number of such directors shall be not less than three (3) nor more than nine (9). The names and post office addresses of said first Board of Directors are as follows:

NAME

ADDRESS

Pamelia Burke

1211 Eastern Avenue, Las Vegas, Nevada

32

MURRAY POSIN ATTORNEY AT LAW 100 SOUTH THIRD STREET LAS VEGAS, NEVADA 69101 TELEPHONE 382-0242 1 Anita Hilliard
2 Murray Posin
3
4 Whenever t
5 stock of this c
6 be subject to a
7 paid-up stock of

4705 Alta Drive, Las Vegas, Nevada 109 S. Third Street, Las Vegas, Nevada

VIII

Whenever the amount of the subscription price of the capital stock of this corporation has been paid in, said stock shall not be subject to assessment to pay debts of the corporation, and no paid-up stock or stock issued as fully paid up, shall ever be assessed or assessable by this corporation.

IX

The names and addresses of each of the incorporators signing these Articles of Incorporation are as follows:

NAME

9

10

11

12

13

14

15

16

17

18

19

20

21

22

23

24

25

26

27

28

29

30

31

32

<u>ADDRESS</u>

Pamelia Burke 1211 Eastern Avenue, Las Vegas, Nevada

Anita Hilliard 4705 Alta Drive, Las Vegas, Nevada

Murray Posin 109 South Third Street, Las Vegas, Nevada

X

This corporation is to have perpetual existance.

XI

- 1. The Board of Directors shall have the power and authority to make and alter, or amend the By-Laws, to fix the amount, in cash or otherwise, to be reserved as working capital, and to authorize and cause to be executed the mortgages and liens upon the property and franchises of this corporation.
- 2. The Board of Directors shall, from time to time, determine whether, and to what extent, and at which times and places, and under what conditions and regulations, the accounts and books of this corporation, or any of these, shall be open to the inspection of the stockholders; and no stockholders shall have the right to inspect any account, book or documents of this corporation except as conferred by the Statutes of Nevada, or authorized by the Directors or by resolution of the stockholders.
 - 3. No sale, conveyance, transfer, exchange or other dis-

position of all or substantially all of the property and assets of this corporation shall be made unless approved by the vote or written consent of the shareholders entitled to exercise two-thirds (2/3) of the voting power of the corporation.

4. The stockholders and directors shall have the power to hold their meetings, and keep the books, documents and papers of the corporation outside the State of Nevada, and at such places as may from time to time be designated by the By-Laws or by resolution of the Board of Directors or stockholders, except as otherwise required by the laws of the State of Nevada.

XII

Authority is hereby granted to the holders of shares of this corporation entitled to vote, to change from time to time the authorized number of directors of this corporation by a duly adopted amendment to the By-Laws of this corporation.

IN WITHESS WHEREOF, the said incorporators have hereunto subscribed their names this 15th day of December, 1966.

Pamelia Burke

PAMELIA BURKE

Anita Hilliard

ANITA HILLIARD

Murray Posin

MURRAY POSIN

MURRAY POSIN ATTORNEY AT LAW 108 SOUTH THIRD STREET LAS VEARS. NEVADA 89 101

TELEPHONE 382-0242

STATE OF NEVADA COUNTY OF CLARK)

On this 15th day of December, 1966, personally appeared before me, the undersigned, a Notary Public in and for the said County and State, PAMELIA BURKE, AMITA HILLIARD, and MURRAY POSIN, known to me to be the persons described in and who executed the foregoing instrument, and who acknowledged to me, Aline P. Steffy, that they executed the same freely and voluntarily and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed the official seal of my office the day and year first above written.

Aline P. Steffy

Notary Public in and for the County of Clark, State of Nevada

My commission expires: 12/22/67

(Notarial Stamp)

MURRAY POSIN ATTORNEY AT LAW LAS VEGAS, NEVADA 89101 TELEPHONE 382-0242