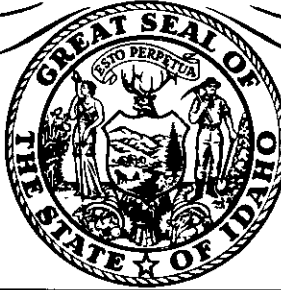


# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ~~ARTHUR B. WILLIAMS~~ **LOUIS B. CLARK**, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

**THE LITERHOUSE, INC.,**

was filed in the office of the Secretary of State on the **Twenty-ninth** day of **April** A.D. One Thousand Nine Hundred **Sixty-six** and ~~will be~~ **microfilm** duly recorded on Film No. \_\_\_\_\_ of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Boise,** in the County of **Benewah.**

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 **29th** day of **April**, A.D., 19 **66**.

## ARTICLES OF INCORPORATION OF

The LITEHOUSE, Inc.

KNOW ALL MEN BY THESE PRESENTS That we, the undersigned, each of whom is of legal age, and a citizen of the state of Idaho, and of the United States of America, have this day voluntarily associated together for the purpose of forming a corporation under the laws of the state of Idaho, and pursuant thereto, certify as follows:

### ARTICLE I

The name of this corporation shall be "The LITEHOUSE, Inc."

### ARTICLE II

This corporation shall have perpetual existence.

### ARTICLE III

The objects and purpose for which this corporation is formed are: As principal, agent or otherwise to do any and all of the things hereinafter set forth to the same extent as natural persons might do or could do. In furtherance thereof, but not in limitation of the general powers conferred by the laws of the state of Idaho, we expressly provide that this corporation shall have power:

(a) To purchase or otherwise acquire the business known as the Litehouse Salad Dressing, from Ed Hawkins and Lorena Hawkins, and to pay for the same either in cash or in shares, or partly in cash and partly in shares.

(b) To manufacture, grow, compound, create and generally deal in all kinds of food, food stuffs and food products; to manufacture purchase, sell and generally deal in all kinds of facilities and appurtenances convenient, desirable or necessary in the conduct and operation of the foregoing.

(c) To purchase, acquire, own, sell convey, assign, release, mortgage, encumber, lease, buy, or deal in real or personal property to every kind and nature.

(d) To enter into, make, perform and carry out contracts of every kind, amount and character with any person, state, federal government, municipal government, firm, association, partnership or corporation.

(e) To own and operate equipment and machinery as is ordinarily used in the conduct of said business.

(f) To manufacture, buy, sell or deal in goods, ware or merchandise of every class and description

(g) To do and perform every act or thing necessary to carry out the above enumerated purposes, or calculated directly or indirectly to the advancement of the interest of the company or other enhancement of the value of its stockholders and property of every kind and character

(h) To purchase, buy, sell or otherwise deal in its own capital stock;

(i) The business or purpose of the company is from time to time to do any one or more of the acts and things hereinabove set forth, and it shall have power to conduct and carry on its business, or any part thereof, and to have one or more offices, and to exercise all or any of its corporate powers and rights in the various other states, territories and dependencies of the United States, in the District of Columbia, and in all or any foreign countries.

#### ARTICLE IV

The principal place for the transaction of its business shall be in Hope, Bonner County, Idaho.

#### ARTICLE V

The initial Board of Directors shall consist of three (3) members who are residents of the state of Idaho, and who will be the incorporators.

The names and addresses of the persons who are to serve as directors, until the first meeting of the shareholders, or until their successors shall have been elected and qualified, follows:

NAME	ADDRESS
Edward Hawkins	Hope, Idaho
Lorena Hawkins	Hope, Idaho
Douglas Hawkins	Hope, Idaho

The numbers of directors may increase or decrease from time to time by amendment of the Code of By-Laws; but no decrease shall have the effect of shortening the term of any incumbent director, In the absence of a By-Law fixing the number of directors, the number shall be three. ✓

#### ARTICLE VI

The amount of the total authorized capital stock of this corporation is Fifty (\$50,000.00) Thousand Dollars, divided into five hundred (500) shares of common capital stock, with a par value of one hundred (\$100.00) dollars per share.

Each common share shall have full voting and dividend participating privileges, and all of said stock shall be and remain non-assessable.

From time to time the capitalization of this corporation may be increased or decreased, as provided by law and such increased capitalization may provide for different classes of stock with dividend rights and privileges as may be determined in the amendment of said articles. ✓

The stock of this corporation may be sold and issued from time to time as and when the Board of Directors shall determine.

#### ARTICLE VII

The holders from time to time of the common stock of the corporation shall have the pre-emptive rights to purchase, at

such respective equitable prices, terms and conditions (including adjustment of such cash or fractional shares as may be necessary to avoid the issue of fractional shares) as shall be fixed by the Board of Directors, such of the shares of the common stock of the corporation (a) as may be authorized from time to time over and above the 500 shares of common stock authorized by the original Articles of Incorporation of the corporation, or (b) as may be held in the treasury of the corporation from time to time, whether derived from such original 500 shares, or from shares thereafter authorized. Such pre-emptive right shall be exercised in the respective ration which the number of shares held by each shareholder at the time of such issue bears to the total number of shares outstanding in the names of all shareholders at such time.

#### ARTICLE VIII

Meetings of the shareholders of the corporation may be held at such place within the state of Idaho as may be provided in the Code of By-Laws. In the absence of any such provisions, all meetings shall be held at the registered office of the corporation.

The initial Code of By-Laws of the corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the Code of By-Laws, or to adopt a new Code of By-Laws shall be vested in the Board of Directors. The Code of By-Laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the statutes of the state, or these Articles of Incorporation.

#### ARTICLE IX

Subject to the limitations existing under the statutes of this state the books of account, records, documents, and papers of the

corporation may be kept at any place or places within the state of Idaho. Limitations on the place or places where the books of account, records, documents and papers of the corporation may be kept may be made from time to time by the Code of By-Laws of the corporation.

#### ARTICLE X

At the elections of the directors of this corporation each stockholder shall be entitled to cast as many votes for each candidate as shall equal the number of shares which he owns. A director must be a stockholder and a candidate must obtain 75 per cent of the vote allotted to each candidate.

#### ARTICLE XI

The directors shall also have power, without the assent or vote of the stockholders, to make and alter By-Laws of the corporation; to fix the time for the declaration and payment of dividends; to fix and vary the amount to be reserved as working capital.

#### ARTICLE XII

The directors shall have the power, with the consent in writing of 75 per cent of the holders of the voting stock issued and outstanding, to sell, lease, or exchange all of its property and assets, including its good will and its corporate franchises, upon such terms and conditions as the board of directors deem expedient and for the best interest of the corporation.

#### ARTICLE XIII

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

#### ARTICLE XIV

No salary or other compensation for services shall be paid to any director or officer of the corporation unless and until the same shall have been authorized at a duly held stockholder's meeting by at least 75 per cent of the capital stock of the corporation then outstanding.

#### ARTICLE XV

Subject to any specific written limitations or restrictions imposed by the statutes, or by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the limited purposes set forth in Article III, the corporation shall have and exercise all statutory powers.

#### ARTICLE XVI

The names and addresses of the incorporators of the corporation follow, together with a statement of the number of shares subscribed by each:

(1) Edward Hawkins  
Edward Hawkins

Address: Hope, Idaho

Subscription: 167 shares of common stock

(2) Lorena Hawkins  
Lorena Hawkins

Address: Hope, Idaho

Subscription: 167 shares of common stock

(3) Douglas Hawkins  
Douglas Hawkins

Address: Hope, Idaho

Subscription: 166 shares of common stock

STATE OF IDAHO )  
                  ) ss.  
County of Bonner)

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the state of Idaho, certify ✓

that Edward Hawkins, Lorena Hawkins and Douglas Hawkins being all of the incorporators referred to in Article XVI of the foregoing Articles of Incorporation, personally appeared before me and swore to the truth of the facts therein stated.

WITNESS My hand and notarial seal this 27 day of April, 1966.

J. Rustline  
Notary Public for the state of Idaho ✓  
residing at Sandpoint, Idaho