

State of Idaho

Department of State

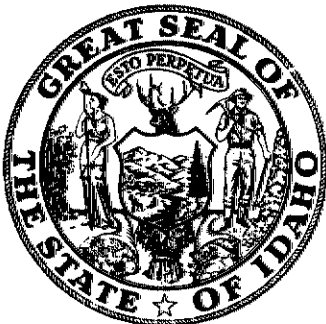
CERTIFICATE OF INCORPORATION OF

FRANK'S NATURAL FOODS, INC.
File number C 108824

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 30, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By

Anna Sisko

DEC 29 11 16 AM '94

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

of

FRANK'S NATURAL FOODS, INC.

SECRETARY OF STATE

DEC 30 3 30 PM '94

ARTICLE I

NAME: The name of the corporation shall be Frank's Natural Foods, Inc.

ARTICLE II

PRINCIPAL (REGISTERED) OFFICE: The principal (registered) office of this corporation is to be located at:

3655 N. Government Way Coeur d'Alene ID 83814

in the City of Coeur d'Alene, County of Kootenai

State of Idaho, and may transact its business and maintain offices for such purposes at such other places either within or without this State.

ARTICLE III

PURPOSE: The purpose for which this corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the laws of Idaho, as they may be amended from time to time.

ARTICLE IV

INITIAL BUSINESS: The corporation initially intends to engage in the business of Retail Sales of Organically grown foods & products and other "health food" products.

ARTICLE V

BOARD OF DIRECTORS AND INCORPORATORS: The initial Board of Directors shall consist of the Directors who are the incorporators. The names and post office addresses of the incorporators and the persons who are to serve as directors until the first annual meeting of the Stockholders, or until their successors are elected and qualified, are:

Betty J. Mulkey

(Name)

1439 Woodlawn Drive

(Address)

Hayden Lake, ID 83835

(City/State/Zip Code)

IDAHO SECRETARY OF STATE

19941229 0900 52847 2

CK #: 3747 CUST# 43261

CORP

1@ 100.00= 100.00

(City/State/Zip Code)

_____	_____
(Name)	(Address)
_____	_____
	(City/State/Zip Code)
_____	_____
(Name)	(Address)
_____	_____
	(City/State/Zip Code)

ARTICLE VI

NUMBER OF DIRECTORS: The number of persons to serve on the Board of Directors shall be fixed by the Bylaws, but in no case shall the number be less than 1 or more than 5. The Directors need not be Stockholders of the Corporation unless so required by the Bylaws. The Board of Directors shall be elected by the Stockholders at their annual meeting to be held on the 1st of July each year, or such other day as the Bylaws may provide, and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of directors necessary to constitute a quorum. The Board of Directors may, by resolution or resolutions passed by a majority of the whole board, designate one or more committees which to the extent provided in said resolution or resolutions or in the Bylaws shall have and may exercise all powers of the Board of Directors on the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be fixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated on the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The Board of Directors may elect such officers as the Bylaws may specify, who shall, subject to the provisions of the Statutes, have such titles and exercise such duties as the Bylaws may provide. the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of this corporation or any article therein.

ARTICLE VII

PRIVATE PROPERTY: The private property of the Stockholders, Directors, Officers, employees and/or Agents of the corporation shall be forever exempt from all corporate debts of any kind whatsoever, as provided under State Laws.

ARTICLE VIII

INDEMNIFICATION OF OFFICERS AND DIRECTORS: The corporation shall indemnify every Director and Officer, or his or her heirs, executors and administrators against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which corporation is advised by counsel that the person to be indemnified did not commit such a breach of duty. This right of indemnification shall not be exclusive of other rights to which he or she may be entitled. As used in this Article, expenses shall include amounts of judgments, penalties or fines rendered or levied against such officer or director, and the amounts paid in settlement by him or her in such settlement shall have been approved by the Board of Directors of the Corporation, and so provided under State Laws.

ARTICLE IX

CAPITAL STOCK: (Indicate below, the number, kind and par value of the Capital Stock)

☐ The corporation shall have the authority to issue _____ Shares of Common Stock, each share to have No Par Value. The shares may be issued for the consideration expressed in dollars as may be fixed from time to time by the Board of Directors, and may be designated as voting or non-voting at the time of issuance.

☒ The corporation shall have the authority to issue 1,000

Shares of Common Stock, each share to have a Par Value of \$ 1.00; The shares may be issued upon such terms as the Board of Directors may from time to time authorize including the designation as to whether such shares shall be voting or non-voting.

☐ The corporation shall have the authority to issue two classes of stock. The classification and par value of each share of stock shall be as follows: _____

Shares of Common Stock with _____ Par Value, designated as Class A Common Stock; and _____ Shares of Preferred Stock with a Par Value of \$ _____ each share, designated as Class B Preferred Stock.

Said preferred stock may be issued from time to time in one or more classes or series, with such dividend rates, voting rights, rights of conversions, rights upon dissolution or liquidation and with such designations, preferences and relative participation, optional or other special rights or qualifications, limitations or restrictions thereof, as shall be determined by resolution adopted by the Board of Directors at the time such stock is issued.

ARTICLE X

STATUTORY (RESIDENT) (REGISTERED) AGENT: The name and post office address of the initial Statutory ~~(Resident or Registered)~~ Agent for the corporation who agrees to accept service of process on behalf of the corporate entity is: Betty J. Mulkey, 3655 N. GOVERNMENT WAY, Coeur d'Alene ID 83814

ARTICLE XI

FISCAL YEAR: The fiscal year of the corporation shall be from January 1 to December 31 of each year.

IN WITNESS WHEREOF, we have set our hands this _____ day of _____, 19 _____.

Betty J. Mulkey
Signature of Incorporator

Signature of Incorporator

Signature of Incorporator

Signature of Incorporator

ACKNOWLEDGMENT

(Not required in all States)

State of Idaho)
County of Kootenai) ss.

On this 27th day of December, 19 94, before
me, the undersigned Notary Public, personally appeared, Betty J. Mulkey

to me known to be the individual(s) described in and who executed the foregoing instrument and acknowledged that
he(she)(they) executed the same for the purposes therein contained.

My Commission Expires: 11/25/2000 Lauren M. Davay
Notary Public

ACKNOWLEDGMENT

(Not required in all States)

State of _____)
County of _____) ss.

On this _____ day of _____, 19 _____, before
me, the undersigned Notary Public, personally appeared, _____

to me known to be the individual(s) described in and who executed the foregoing instrument and acknowledged that
he(she)(they) executed the same for the purposes therein contained.

My Commission Expires: _____
Notary Public