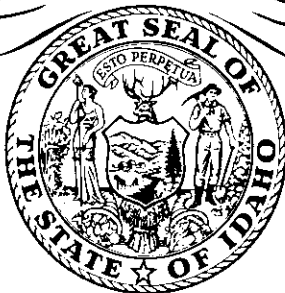


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

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 the original of the articles of incorporation of

SUPERIOR FOODS, INC.

was filed in the office of the Secretary of State on the **Twenty-fifth** day of **March,** A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **127** 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

Idaho Falls

in the County of

Bonneville.

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 **25th** day of **March**, A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
SUPERIOR FOODS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being of legal age, citizens of the United States, and residents of the State of Idaho, for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho relating to private corporations, have this day voluntarily associated ourselves together and hereby agree as follows:

I.

The name of this corporation shall be SUPERIOR FOODS, INC.

II.

This corporation shall have perpetual existence, unless the same is sooner dissolved or disincorporated pursuant to law.

III.

Said corporation is organized at, and the place of its principal office and business shall be Idaho Falls, Bonneville County, Idaho, but branch places of business, each complete in itself for the conducting and carrying on of any part of the business of the corporation, or the whole thereof, may be established at other places, whether within or without the State of Idaho, or the United States of America.

IV.

The amount of the capital stock of this corporation shall be \$50,000.00 divided into 5,000 shares of the par value of \$10.00 each.

V.

The names and post office addresses of the incorporators, each of whom have subscribed to one share of stock, and each of whom is a citizen of the United States and a resident of the State of Idaho, are:

Walter J. Coyne	1241 10th Street	Idaho Falls, Idaho
Verda S. Coyne	1241 10th Street	Idaho Falls, Idaho
John M. Sharp	371 East 25th Street	Idaho Falls, Idaho

VI.

The purposes and objects for which this corporation is formed shall be:

(1) To merchandise, sell, offer for sale, and distribute at wholesale and retail, foods and foodstuffs of all kinds and descriptions, whether in bulk, package, bottle, or can, including beverages of all kinds and for all purposes, and to generally deal in groceries and grocery products suitable for public consumption.

(2) To buy, exchange, contract for, lease, and in any and all other ways acquire, take, hold, own, deal in, sell, mortgage, lease or otherwise dispose of lands, mining claims, mineral rights, oil rights and interest in and to real property, and to manage, operate, maintain, improve and develop the properties, and each and all of them.

(3) To acquire, own and take over the stock and property of other companies as deemed advisable; to lease or purchase grounds necessary for conducting any business, and to engage in buying and selling merchandise at such profits as it may deem advisable.

(4) To underwrite, subscribe for, buy, sell, pledge, mortgage, hold, and otherwise deal in stocks, bonds, obligations or securities of any private or public corporation, government or municipality, trust, syndicates, partnerships or individuals, and to do any other act or thing permitted by law for the preservation, protection, improvement or enhancement of the value of such shares of stock, bonds, securities or other obligations, including the right to vote thereon.

VII.

All stock of the corporation not subscribed for shall remain in the treasury as treasury stock, and may be sold and issued by the corporation at such times and for such purposes and upon such terms and conditions as the Board of Directors may determine, including the power and authority to issue said stock for consideration other than cash.

VIII.

The private property of the stockholders of this corporation shall not be liable for the debts of the corporation.

IX.

The power to repeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the Board of Directors, as well as upon the shareholders, to be exercised by such vote of such Directors, or of the allotted shares, as the case may be, not less, however, than a majority thereof, as may be fixed by the By-Laws.

X.

All, or any, meetings of the stockholders or of the Board of Directors, may be held within or without the State of Idaho.

IN WITNESS WHEREOF, we have hereunto set out hands this 23rd day of March, 1964.

Walter J. Coyne
Verda S. Coyne
John M. Sharp

STATE OF IDAHO)
 : ss
County of Bonneville)

On this 23rd day of March, 1964, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Walter J. Coyne, Verda S. Coyne and John M. Sharp, known to me to be the persons who subscribed their names to the within Articles of Incorporation, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Eugene T. Bush
Notary Public for Idaho
Residing at Idaho Falls