

# State of Idaho

## Department of State

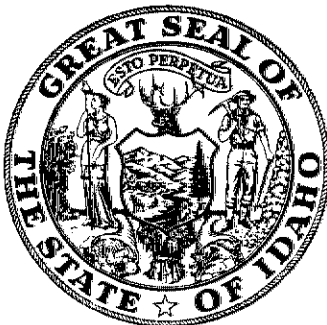
### CERTIFICATE OF INCORPORATION OF

SWEET HEART CANDY COMPANY  
File number C 115507

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: June 24, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl Roberts*

# ARTICLES OF INCORPORATION

OF

Sweet Heart Candy Company

IDAH0 SECRETARY OF STATE  
DATE 06/24/1996 0900 72938

CK #: 4089 CUST# 19178

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## ARTICLE I

The name of this corporation is Sweet Heart Candy Company.

## ARTICLE II

The period of its duration is perpetual. :

## ARTICLE III

The purposes for which this corporation is organized are to engage anywhere in the business of manufacturing, marketing and distributing candy products and candy vending and dispensing machines and to engage in any other lawful business or activity whatsoever which may be authorized at any time by the Board of Directors; and in furtherance thereof this corporation shall have all of the powers granted by law to corporations generally.

## ARTICLE IV

The address of the registered office of the corporation is 525 Taurus, Rexburg, Idaho, 83440, and the name of the registered agent at such address is Neil L. Schroeder.

## ARTICLE V

The total authorized number of common stock shares of the corporation is 10,000, which shall have a par value of One dollar (\$1.00). The total number of preferred stock shares of the corporation is 10,000, which shall have a par value of One dollar (\$1.00). Each of the shareholders of common stock shall have the first option as long as they are connected with the corporation to purchase from each other, at book value at the time of purchase, up to all shares of the other's stock, if a shareholder shall desire to dispose of or transfer his/its stock. And the parties, and for their heirs, assigns executors and administrators, agree that if any one desires to dispose of all or any part of his stock, he shall first offer it for sale to the other party, at its then book value.

## ARTICLE VI

The amount of paid-in capital with which the corporation will begin business is One Hundred Dollars (\$100.00), and the corporation will not commence business until consideration of that value has been received for issuance of its shares.

## ARTICLE VII

Shareholders of this corporation shall have preemptive rights to acquire additional shares issued by the corporation.

#### **ARTICLE VIII**

The first directors of the corporation shall be three in number and their names and addresses are as follows:

<b>NAME</b>	<b>ADDRESS</b>
Neil L. Schroeder	525 Taurus Rexburg, Idaho 83440
Bruce Herker	515 Chad Rexburg, Idaho 83440
E. Richard Jensen	997 Austin Ave. Idaho Falls, Idaho 83404

The first directors shall serve until the first annual meeting of shareholders or until their successors are elected and qualified.

#### **ARTICLE IX**

The name and address of the incorporator is as follows:

<b>NAME</b>	<b>ADDRESS</b>
Neil L. Schroeder	525 Taurus Rexburg, Idaho 83440

#### **ARTICLE X**

(1) The directors of this corporation need not be residents of the State of Idaho nor shareholders of the corporation.

(2) Subject to the approval of the shareholders, the Board of Directors shall have authority to fix the compensation of the directors.

(3) The Board of Directors is authorized to make, alter, amend or repeal the By-laws of this corporation, subject to the power of the shareholders having voting power to alter, amend or repeal such By-laws.

#### **ARTICLE XI**

(1) No contracts or other transactions between the corporation and any other trust,

organization or corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are trustees, directors of, officers of, such other trust, organization or corporation.

(2) Any director individually, or any trust, organization or corporation with which any director may be associated, may be a party to or may be pecuniarily or otherwise interested in, any contracts or transactions of the corporation, provided that the fact that he or such trust, organization or corporation is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof.

(3) Any director of the corporation who is also a trustee, director or officer of such other trust, organization or corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contracts or transactions with like force and effect as if he were not such trustee, director or officer of such other trust, organization or corporation, or not so interested.

#### ARTICLE XII

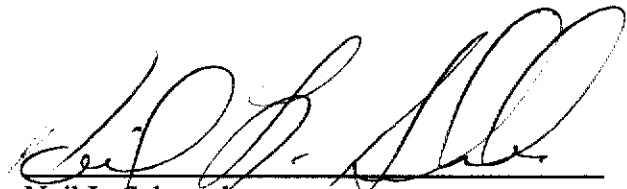
The directors of this corporation shall not be personally liable to the corporation or its shareholders for monetary damages for any breach of fiduciary duty as directors provided that this article shall not limit or eliminate the liability of a director for the following:

- (a) Any breach of the director's duty of loyalty to the corporation or its shareholders;
- (b) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
- (c) Acts provided for under Idaho Code, section 30-1-48;
- (d) Any transaction from which the director derives an improper personal benefit.

#### ARTICLE XIII

The corporation reserves the right to amend, alter, change or repeal any provision of these Articles, in the manner now or hereafter prescribed by law, and all rights and power conferred herein on shareholders and directors are subject to this reserved power.

Executed in triplicate on June 21, 1996.



Neil L. Schroeder