

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

BURLEY FOODS, INC.

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 \_\_\_\_\_

BURLEY FOODS, INC.

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: April 25, 1984



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *[Signature]*

41125 04-22-84

ARTICLES OF INCORPORATION  
OF  
BURLEY FOODS, INC.

KNOW ALL MEN BY THESE PRESENTS, that I, AFTON WILFORD, a single woman, of American Falls, Power County, Idaho, who is over the age of eighteen years, and a natural born citizen of the United States of America, whose name is hereunto subscribed, do under and pursuant to the provisions of the Idaho Business Corporation Act for the purpose of becoming a body corporate and carrying on all of the businesses hereinafter mentioned, and doing all things and acts necessary, convenient or beneficial thereto and adopt the following Articles of Incorporation for such corporation.

ARTICLE I

NAME:

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

ARTICLE II

PURPOSES:

The purposes for which this corporation is organized are to construct, maintain, and operate all manners and types of food and food service operations and any and all

other lawful acts or activities for which a corporation may be organized under Idaho Code 30-1-3 of the Idaho Business Corporation Act of the State of Idaho, as the same now exists or is hereinafter amended.

### ARTICLE III

#### REGISTERED OFFICE AND AGENT:

The address of the initial registered office of this corporation shall be the principal office of the incorporator of this corporation, to wit: 850 Pocatello Avenue, American Falls, Idaho 83211. The name and address of its authorized agent is: Afton Wilford, 255 Washington, American Falls, Idaho 83211.

### ARTICLE IV

#### EXISTENCE:

This corporation shall have perpetual existence unless sooner disincorporated according to law.

### ARTICLE V

#### GOVERNING PROVISIONS:

All provisions for the regulation of the internal affairs of the corporation are such as may be provided by the by-laws of the corporation, including provision for restriction on transfer of shares, as provided in the Idaho Business Corporation Act, Section 30-1-23A.

## ARTICLE VI

### DIRECTORS:

That the corporate powers, business and property of this corporation shall be exercised, conducted, and controlled by a Board of Directors composed of one or more members. The incorporator, whose name is subscribed hereto and listed in Article VIII hereof shall act as the director of this corporation until her successors have been regularly elected and qualified. The said director shall establish terms of office, select officers and all other related matters in the by-laws.

## ARTICLES VII

### AUTHORIZED SHARES:

The corporation shall have authority to issue a total of 10,000 shares of capital stock of the par value of \$1 per share, all of these shares shall be of one class, and shall be designated as common stock.

## ARTICLE VIII

### INCORPORATOR:

The name and mailing address of the incorporator is follows:

NAME:

Afton Wilford

ADDRESS:

255 Washington,  
American Falls, Idaho 83211

## ARTICLE IX

### CORPORATE RESERVATIONS:

The corporation reserves the right to amend, alter or repeal any provision herein contained in the manner now, or hereinafter prescribed by the statutes of the State of Idaho, and all rights and powers conferred herein are granted subject to this reservation.

## ARTICLE X

### INDEMNIFICATION:

Any director and/or officer shall be indemnified against all liabilities, civil and criminal, incurred in relation to their duties, including all reasonable expenses of defense, except to the extent that they shall have been finally adjudged to be liable for negligence or misconduct in the matter out of which the liability arises.

## ARTICLE XI

### PRE-EMPTIVE RIGHTS:

There shall be no provision denying pre-emptive rights.

IN WITNESS WHEREOF, the undersigned, being the only incorporator hereinbefore named, does hereby make this Certificate for the purpose of forming a corporation pursuant to the General Business Corporation Law of the State of Idaho, and do hereby certify that the facts

hereinbefore set forth are true and correct and have accordingly hereto set my hand and seal this 24<sup>th</sup> day of April, 1984.

Afton Wilford  
AFTON WILFORD

STATE OF IDAHO            )  
                                  ) ss.  
County of Power         )

On this 24<sup>th</sup> day of April, 1984, before me the undersigned, a Notary Public in and for said County and State, personally appeared AFTON WILFORD, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

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

(seal)

Monlene Henry  
NOTARY PUBLIC for Idaho  
Residing at Am. Falls, ID