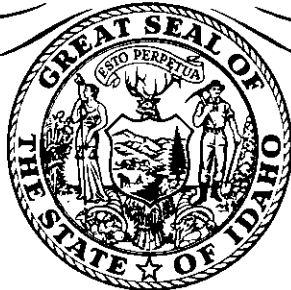


# State of Idaho



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

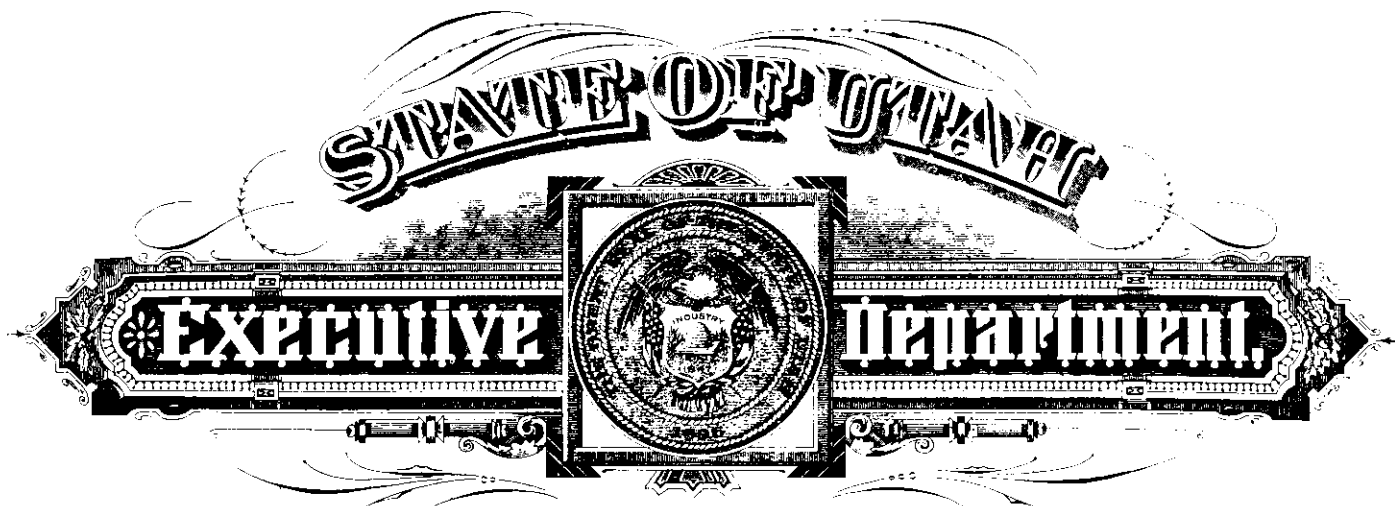
**MOUNTAIN STATES TROUT SALES, INC.**

a corporation duly organized and existing under the laws of **Utah** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Eighth** day of **June** 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **Eighth** day of **June** 19**64**, a designation of **John R. Coleman** in the County of **Twin Falls** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **8th** day of **June**, A.D. 19 **64**.

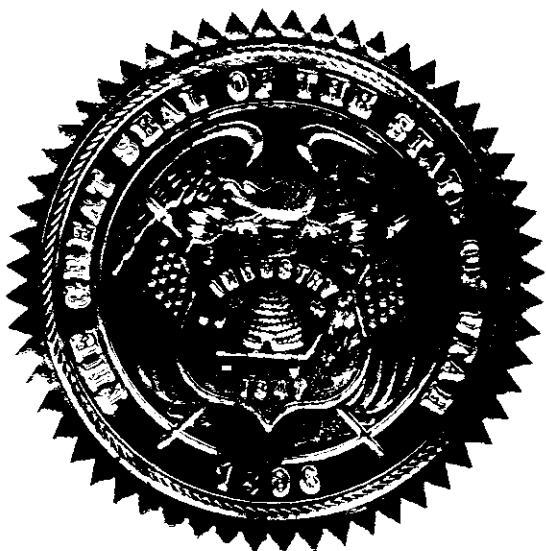
Secretary of State.



Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,  
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of  
the Articles of Incorporation MOUNTAIN STATES TROUT SALES, INC., a Utah  
corporation, incorporated May 26, 1964, \_\_\_\_\_

AS APPEARS \_\_\_\_\_ of record \_\_\_\_\_ IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS Twenty Sixth DAY OF

May 19 64

Lamont F. Toronto

SECRETARY OF STATE

BY Merrill L. Catbrell

DEPUTY

ARTICLES OF INCORPORATION  
OF  
MOUNTAIN STATES TROUT SALES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, in order to form a corporation under the laws of the State of Utah, for the purposes hereinafter stated, do agree and hereby certify as follows:

I

The name shall be MOUNTAIN STATES TROUT SALES, INC.

II

The term for which the Corporation shall exist is perpetual from the date of its incorporation, unless sooner terminated according to law.

III

The purposes of this Corporation shall be the sale of fish of all kinds, whether they be live, frozen, smoked, canned or in any other form for human consumption; stocking of streams or any other lawful purpose.

To sell all allied products of any kind or character which may be associated with fish as a consumable product; for use in the field of sport, perpetuation of the species or in any other manner of the use of fish.

To sell foodstuffs and all other manner of products associated therewith.

Such purposes may be accomplished by said Corporation as a consignee, manufacturer's representative, distributor, wholesaler, retailer or in any other lawful manner.

To do all things and have all powers authorized by law consistent with the above purposes stated and to otherwise act and conduct its business and affairs in the manner provided by statute without any limitation thereof by these provisions.

#### IV

Capital stock of this Corporation shall be of one class only and each share shall have full voting rights. Said stock shall be common stock, each share of which shall have one vote at stockholders' meetings. Said stock shall be fully participating upon distribution of profits and in case of liquidation in distribution of assets on an equal pro-rata basis per share.

Said capital stock shall consist of five thousand (5,000) shares at a par value of Ten (\$10.00) Dollars each. Total capital authorized for this Corporation shall be Fifty Thousand (\$50,000.00) Dollars.

#### V

This Corporation shall not commence business until consideration of the value of at least One Thousand (\$1,000.00) Dollars has been received for the issuance of shares.

#### VI

The Board of Directors shall have full authority over the sale or other disposition of the authorized and unsubscribed stock of this Corporation, with full power to sell the same or any part thereof, at any time or times, at a price not less than par but only after first offering the same pro-rata share to the present stockholders, or the Board may exchange any part thereof at not less than par for stocks, bonds, claims, or other personal or real property deemed expedient and suitable in the lawful conduct of the corporation business.

Stock in this Corporation shall be issued and any and all stockholders shall accept said stock on the condition that in case any stockholder desires to sell his stock in said Corporation the following procedure must be followed:

- a. Stockholder will give notice to Corporation and to all shareholders of record on the books of the Corporation at the time of notice, which notice shall be of intention to sell.
- b. Shareholders of record at time of notice shall have for 30 days from said notice first right to purchase the stock to the nearest share offered for sale at a price derived as indicated below, in the proportionate share of said shareholders pro-rata interest in the total shares of stock issued and outstanding.
- c. The Corporation shall succeed to any or all shareholders right to purchase under (b) above if said shareholder shall not exercise said right within the period provided. The Corporation, by its Board of Directors, must exercise this right within five days of expiration of the thirty days from notice provided above.
- d. Price to be paid under (b) and (c) above shall be average book value of the stock over the immediate preceeding operating six months from date of notice, based upon audit of the books of account of the Corporation in accordance with sound and acceptable accounting procedures.

In the event that none of the stockholders or the Corporation exercise their right of purchase as herein provided, the stockholder may then

sell said stock at his or her discretion to any lawful buyer at any agreed price between the parties.

## VII

The internal affairs of the Corporation shall be conducted according to law and as provided by the statutes of the State of Utah governing said corporations unless specifically modified or supplemented with by-laws of this Corporation. Said by-laws, if promulgated, shall form the basis for conduct of the affairs of said Corporation consistent with the law.

The Board of Directors shall be authorized to prepare by-laws for said Corporation which by-laws must be ratified by the stockholders at a regular meeting or a special meeting called for that purpose.

## VIII

The address of the initial registered office of this Corporation shall be 797 Seventeenth Avenue, Salt Lake City, Utah. Its initial registered agent shall be R. Lamont Stevens at said address.

## IX

The officers of this Corporation shall be a President, Vice-President, Secretary and Treasurer. There shall be a board of three directors, minimum, but not more than ten. To be an officer of this Corporation, the individual must be the owner of record in his own name of at least one share of stock in said Corporation.

The offices of Vice-President, Secretary or Treasurer may be occupied by one and the same person, but need not be.

X

The following named individuals shall be officers and directors of the Corporation until the first general election, as hereinafter provided, namely:

R. Lamont Stevens      797 Seventeenth Avenue,  
Salt Lake City, Utah  
President and Director

Donna C. Johnson      2051 Delmont Drive  
Salt Lake City, Utah  
Vice-President and Director

Harmon E. Johnson      2051 Delmont Drive  
Salt Lake City, Utah  
Secretary and Director

The term of the officers and directors shall be one year from the date of election thereof.

Any vacancy caused by the resignation, death or removal of either or any of the officers or directors may be filled by the Board of Directors for the unexpired term of such officer or director.

XI

The names and addresses of the incorporators are as follows:

Harmon E. Johnson	2051 Delmont Drive Salt Lake City, Utah
R. Lamont Stevens	797 Seventeenth Avenue Salt Lake City, Utah
Donna C. Johnson	2051 Delmont Drive Salt Lake City, Utah

IN WITNESS WHEREOF, the said incorporators have hereunto set their hands this    25th    day of    May    , 1964.

/s/ Harmon E. Johnson  
HARMON E. JOHNSON

/s/ R. Lamont Stevens  
R. LAMONT STEVENS

/s/ Donna C. Johnson  
DONNA C. JOHNSON

STATE OF UTAH                    )  
                                      ) ss.  
County of Salt Lake            )

I, Robert M. Dyer, a Notary Public, hereby certify that on the  
25th day of May , 19 64 , personally appeared before  
me HARMON E. JOHNSON, R. LAMONT STEVENS and DONNA C.  
JOHNSON, who being by me first duly sworn, severally declared  
that they are the persons who signed the foregoing document and that  
the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and  
seal this 25th day of May , A.D., 19 .

(Seal)

/s/ Robert M. Dyer  
Notary Public

My Commission Expires:

April 1, 1966