

FILED
FEB 11 4 13 PM '99

ARTICLES OF INCORPORATION

OF

RITE STUFF FOODS, INC.

1. **Name.** The name of the corporation is Rite Stuff Foods, Inc.
2. **Authorized shares.** The aggregate number of shares the corporation is authorized to issue shall be 1,000,000 shares of common voting stock.
3. **Registered office and agent.** The registered office of the corporation is 101 S Capitol Blvd., 10th Floor, Boise, ID 83702, and its registered agent at that address is Idaho Service Company.
4. **Voting Entitlement of Shares.** (1) Except as provided in sections (2) and (4) of this Article, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote.
 - (2) This corporation is not entitled to vote treasury shares. The shares of this corporation are not entitled to vote if they are owned, directly or indirectly, by a second corporation, domestic or foreign, and this corporation owns, directly or indirectly, a majority of the shares entitled to vote for directors of the second corporation.
 - (3) Section (2) of this Article does not limit the power of this corporation to vote any share, including its own shares, held by it in a fiduciary capacity.
 - (4) Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.
5. **Board of Directors.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-1-732, Idaho Code. The number of directors constituting the initial board of directors shall be one (1), and the name and address of the person to serve as the director until the first annual meeting of shareholders or until his successor is elected and qualified is:

IDAH0 SECRETARY OF STATE

02/11/1999 09:00
CK: none CT: 1117 BH: 187332

1 @ 100.00 = 100.00 CORP # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C 127529

Name

Address

Thomas J. Madden

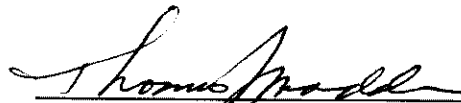
10890 Paramount
Downey, CA 90241

6. **Indemnification.** The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

7. **Limitation of Liability.** No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

8. **Incorporator.** The name of the incorporator is Thomas J. Madden, and the incorporator's address is 10890 Paramount, Downey, CA 90241.

In witness whereof, I have subscribed these Articles of Incorporation this 11th day of February, 1999.



Thomas J. Madden, Incorporator