



**CERTIFICATE OF INCORPORATION
OF**

SKYLINE 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 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: **November 9, 1988**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

RECEIVED
SEC. OF STATE

OF

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SKYLINE FOODS, INC.

The undersigned, acting as incorporator(s) of a corporation under the Idaho Business Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

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

ARTICLE II

PURPOSE

The purpose(s) for which this corporation is organized are:

(1) The processing, packaging and sale of food products and all other transactions related to the food processing industry.

(2) The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

ARTICLE III

PLACE OF BUSINESS AND AGENT

The registered office of this corporation and the principal place for the transaction of its business is hereby designated as 264 North 4000 East, Rigby, Idaho 83442. The name of the registered agent is GILBERT J. DAYLEY, at that address.

ARTICLE IV

EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V

CAPITAL

The capital shall be evidenced by 100,000 shares having the value of \$1.00 per share. This stock shall be issued pursuant to Section 1244 of the Internal Revenue Code.

Such stock is, and shall remain, nonassessable.

ARTICLE VI

NO LIABILITY

The private property of the stockholders of this corporation shall not be subject to the payment of corporation debts to any extent whatsoever.

ARTICLE VII

AMENDMENT

The Directors, by a two-thirds (2/3) vote, may repeal, amend and/or adopt new By-Laws, which By-Laws may be further repealed, amended and/or adopted by the shareholders by a two-thirds (2/3) vote of all issued and outstanding shares. In the event of an amendment by the shareholders, said By-Laws so amended cannot thereafter be repealed or amended by the Directors.

ARTICLE VIII

CAPITAL STOCK

The amount of capital stock actually subscribed by the persons whose residences are hereinafter set forth appear opposite the names of said persons as follows, to wit:

NAME	ADDRESS	AMOUNT OF STOCK SUBSCRIBED
GILBERT J. DAYLEY	264 N. 4000 E. Rigby, Idaho 83442	One Share

D. LYNN BRADSHAW	1317 N. 100 E. Shelley, Idaho 83274	One Share
WAYNE E. ALLEN	2184 Brentwood Drive Idaho Falls, Idaho 83401	One Share
JERRY L. HASTINGS	431 E. 2nd S. Rexburg, Idaho 83440	One Share
DARWIN C. HOPKINS	480 E. 700 N. Firth, Idaho 83236	One Share

ARTICLE IX

BOARD OF DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
GILBERT J. DAYLEY	264 N. 4000 E. Rigby, Idaho 83442
D. LYNN BRADSHAW	1317 N. 1100 E. Shelley, Idaho 83274
WAYNE E. ALLEN	2184 Brentwood Drive Idaho Falls, Idaho 83401
JERRY L. HASTINGS	431 E. 2nd S. Rexburg, Idaho 83440
DARWIN C. HOPKINS	480 E. 700 N. Firth, Idaho 83236

IN WITNESS WHEREOF, We have hereunto set our hands and seals
in duplicate originals this 2nd day of NOVEMBER, 1988.

Darwin C. Hopkins
Wayne E. Allen

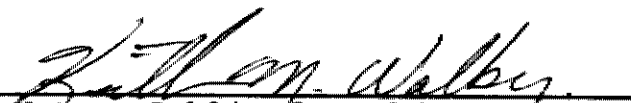
Gilbert J. Dayley
Jerry L. Hastings

STATE OF IDAHO)
) ss
County of Jefferson)

On this 2nd day of November, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared GILBERT J. DAYLEY, D. LYNN BRADSHAW, WAYNE E. ALLEN, JERRY L. HASTINGS, and DARWIN C. HOPKINS, known to me to be the persons whose names are subscribed to the foregoing 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 in this acknowledgement first above written.

(Seal)


Notary Public for Idaho
Residing at Rigby, Idaho
My Commission Expires: 7/31/93