

# State of Idaho

## Department of State

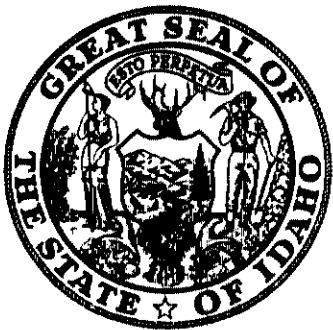
### CERTIFICATE OF AMENDMENT OF

FOUNDATION FOODS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of FOUNDATION FOODS, INC. duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

November 12, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sally J Clark*

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CONSENT AMENDMENT OF ARTICLES OF INCORPORATION

OF

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FOUNDATION FOODS, INC.

KNOW ALL MEN BY THESE PRESENTS that I, the undersigned, holder of all the subscribed and issued capital stock of Foundation Foods, Inc., a corporation organized and existing under and by virtue of the laws of the State of Idaho, and the only shareholder of said corporation entitled to vote on amendments to the Articles of Incorporation pursuant to Section 30-1-59 of the Idaho Code, do pursuant to Section 30-1-145 of the Idaho Code hereby consent to the amending of the Articles of Incorporation by amending Article IV, repealing Article VI and amending Section 1 of Article IX, said Articles as amended shall read as follows:

ARTICLE IV

Authorized Shares

The total number of authorized shares of this corporation is 500 shares with \$1.00 par value and an aggregate par value of \$500.00, which shares shall be common stock and shall not be subject to assessment by the corporation. All authorized shares shall be Class A Common: Class A Common shares shall number 500 and they shall be entitled to full voting rights in the corporation.

ARTICLE VI

Article VI is hereby repealed and revoked in its entirety.

ARTICLE IX

Data Respecting Directors

Section 1. Initial Board of Directors. The Board of Directors shall consist of five (5) members, who need not be residents of the State of Idaho, nor shareholders of the Corporation.

IN WITNESS WHEREOF, I the undersigned, the sole stockholder of Foundation Foods, Inc., have set my hand this 30 day of September, 1992.

Warren L. Shillington  
Warren L. Shillington  
Sole Stockholder

We, the undersigned, President and Secretary of Foundation Foods, Inc., an Idaho Corporation, hereby certify that the foregoing consent Amendment of Articles of Incorporation of Foundation Foods, Inc. has been executed by all the outstanding stockholders of the corporation on the date hereof.

Warren L. Shillington  
Warren L. Shillington  
President

ATTEST:

Mary Ann Shillington  
Mary Ann Shillington  
Secretary

STATE OF IDAHO )  
County of Twin Falls ) ss.

I, the undersigned, a Notary Public, do hereby certify that on the 30 day of September, 1992, personally appeared before me Warren L. Shillington and Mary Ann Shillington, known to me to be the President and Secretary respectively of Foundation Foods, Inc., who being by me first duly sworn, declare they are the President and Secretary respectively of Foundation Foods, Inc., and that they signed the foregoing document as President and Secretary respectively of Foundation Foods, Inc. and the statements contained therein are true.

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

(SEAL)

Lynne Jewell  
Notary Public  
Residing at Twin Falls  
My Commission Expires: 1996