

**FILED EFFECTIVE**

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SECRETARY OF STATE  
STATE OF IDAHO

**Articles of Incorporation  
of  
China Morgan Foods, Inc.**

an Idaho Corporation

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The undersigned natural person of the age of eighteen years or older, acting as Incorporator of China Morgan Foods, Inc., under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code, adopt the following Articles of Incorporation:

**Article I – Name**

The name of this Corporation is "China Morgan Foods, Inc."

**Article II – Duration**

This Corporation shall have perpetual existence.

**Article III – Purpose**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act.

**Article IV – Capitalization**

This Corporation shall have authority to issue an aggregate of Ten Thousand (10,000) shares of stock. This Corporation shall have one (1) class of stock. The class, aggregate number and par value per share of the shares the Corporation is authorized to issue are as follows:

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| <u>CLASS</u> | <u>NUMBER</u> | <u>PAR VALUE PER SHARE</u> |
|--------------|---------------|----------------------------|
| Common       | 10,000        | No Par Value               |

Each share of common stock will have one (1) vote with equal rights to distributions, and equal rights to the net assets of the corporation upon liquidation.

## **Article V – Preemptive Rights**

This Corporation elects to have preemptive rights.

## **Article VI – Cumulative Voting**

In all elections for Directors, shareholders shall not be permitted to cumulate their votes. Shareholders shall be limited to one vote for each share of stock registered in the shareholder's name on the books of the Corporation.

## **Article VII – Initial Registered Agent and Office**

The name of the initial registered agent of this Corporation, and the address of the Corporation's initial registered office, are as follows:

B. Todd Bailey  
504 11<sup>th</sup> Avenue South  
Nampa, ID 83651.

## **Article VIII – Directors**

The business of the Corporation shall be managed by its Board of Directors, each of whom shall be at least eighteen (18) years of age. The number of Directors of the Corporation shall be set forth in the Bylaws and may be altered from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed, the number of Directors shall be one (1). Directors do not need to be shareholders of the Corporation.

The initial Board of Directors of the Corporation shall consist of one (1) Director. The name and address of the person who is to serve as a Director until the first annual meeting of Shareholders, or until her successor is elected and qualified, are as follows:

Laura S. Baker  
814 Wade Circle  
Boise, ID 83705.

## **Article IX – Incorporator**

The name and address of the Incorporator are as follows:

Laura S. Baker  
814 Wade Circle  
Boise, ID 83705.

## **Article X – Elimination of Personal Liability of Directors**

The Directors of this Corporation are not liable to the Corporation or to its Shareholders for monetary damages for any action taken, or failure to take any action, as a director, except liability for the following:

- (1) The amount of a financial benefit received by a Director to which he or she is not entitled;
- (2) An intentional infliction of harm on the Corporation or the Shareholders;
- (3) A violation of Idaho Code § 30-1-833; or
- (4) An intentional violation of criminal law.

## **Article XI – Indemnification of Directors and Officers**

The Corporation shall indemnify and hold harmless each director for liability, as defined in Idaho Code § 30-1-850(5), to any person for any action taken, or any failure to take any action, as a Director, except for:

- (1) Receipt of a financial benefit to which he or she is not entitled;

- (2) An intentional infliction of harm on the Corporation or the Shareholders;
- (3) A violation of Idaho Code § 30-1-833; or
- (4) An intentional violation of criminal law.

## **Article XII – Limited Liability for Shareholders**

The private property of the Shareholders shall not be subject to the payment of corporate debts of this Corporation to any extent whatsoever.

DATED the 19 day of December, 2002

**INCORPORATOR:**

Laura S. Baker  
LAURA S. BAKER