



CERTIFICATE OF INCORPORATION  
OF

ALL KITCHENS SUPPLIER ASSOCIATION, 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 \_\_\_\_\_

ALL KITCHENS SUPPLIER ASSOCIATION, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit 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 March 28, 1986.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION

OF

ALL KITCHENS SUPPLIER ASSOCIATION, INC.

NOV 28 11 18 AM '86  
SECRETARY OF STATE

In compliance with the requirements of the law of Idaho relating to nonprofit corporations and acts amendatory and supplemental thereto, including particularly Title 30, Chapter 3, Idaho Code, the undersigned natural person, being of full age and a resident of the United States, in order to form a nonprofit corporation for the purposes hereinafter stated, does hereby as incorporator, adopt the following Articles of Incorporation and certify:

ARTICLE I

NAME

The name of the corporation is ALL KITCHENS SUPPLIER ASSOCIATION, INC.  
INC. CIATION, hereinafter called the "Corporation".

ARTICLE II

NONPROFIT CORPORATION

This Corporation is a nonprofit membership corporation.

ARTICLE III

DURATION

The duration of this Corporation shall be perpetual.

ARTICLE IV

PURPOSES OF THE CORPORATION

1. To promote a better spirit of cooperation and understanding among manufacturers and wholesalers in The Foodservice Industry through increased communication.

2. To provide free information service to The Foodservice Industry regarding general market conditions, marketing concepts and general product knowledge.

3. To do all other necessary things relative to carrying out the foregoing purposes.

#### ARTICLE V

##### POWERS OF THE CORPORATION

The Corporation shall have all the powers provided for in Chapter 3, Title 30, Idaho Code, and as otherwise allowed by law.

#### ARTICLE VI

##### MEMBERSHIP

Membership in the Corporation shall be open to all persons and entities in The Foodservice Industry who are associated with All Kitchens, Inc., an Idaho corporation, and who pay the yearly dues otherwise provided for in the By-Laws. Membership includes but is not limited to manufacturers and suppliers in The Foodservice Industry.

The qualification and rights of members, manner of selection and classification of members, if applicable, shall be contained in the By-Laws.

#### ARTICLE VII

##### VOTING RIGHTS

Each member of the Corporation shall be entitled to one vote.

## ARTICLE VII

### CORPORATION ADDRESS

The street address of the initial registered office of the Corporation shall be 209 Main, Boise, Idaho 83702. The name of the initial registered agent shall be Patrick B. Haas at the aforementioned street address.

## ARTICLE VIII

### BOARD OF DIRECTORS

The initial Board of Directors shall be comprised of six (6) persons who need not be members of the Corporation, and shall serve until the first annual meeting of the members. The initial six directors are as follows:

David Betts	c/o Furman Foods, Inc. R.D. #2 Northumberland, PA 17857
Robert Seeman	c/o Schreiber Foods Box 19010 Green Bay, Wisconsin 54317
Norman Schlicklin	Portion Pac, Inc. 6465 Creek Rd. Cincinnati, OH 45242
Linda Awrey	Awrey Bakeries, Inc. 12301 Farmington Rd. Livonia, Michigan 48150
Richard Leinenbach	Northwest Packing Box 30 Vancouver, WA 98666
David Brown	Sweetheart Cup 10100 Restertown Rd. Owings Mills, MD 21117

All directors taking office after the first annual meeting of members must be members of the Corporation.

The number of persons serving on the Board of Directors may be changed by amendment to the By-Laws.

ARTICLE IX

INCORPORATOR

The name and street address of the incorporator is:

Patrick B. Haas  
209 Main St.  
Boise, Idaho 83702

ARTICLE X

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation shall require the assent of those members casting a majority of the votes of the Corporation at any regular members' meeting or a special meeting called specifically for that purpose.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Idaho, I, the undersigned incorporator of this Corporation, have executed these Articles of Incorporation this 27<sup>th</sup> day of March, 1986.

  
\_\_\_\_\_  
Patrick B. Haas