Madison

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#96361

ARTICLES OF INCORPORATION

OF

SUNBURST FOODS, INC.

RECEIVED
SECRETARY OF STATE
JUL 20 | 47 PM '84

ARTICLE I. - NAME

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

ARTICLE II. - DURATION

The corporation shall commence doing business upon certification by the Secretary of State and upon the initial issuance of shares of capital stock as hereinafter provided. The period of the corporation's duration is perpetual.

ARTICLE III. - PURPOSES

The corporation is organized to engage in or do any lawful business for which corporations may be organized under the Iowa Business Corporation Act and shall have unlimited powers to do all things and transact all business necessary or incidental to the accomplishment of such purposes.

ARTICLE IV. - AUTHORIZED SHARES

The corporation shall be authorized to issue ten thousand (10,000) shares of common stock with the par value of ten cents ($.10) each, which shares as initially subscribed for and as subsequently issued shall be issued only upon full payment in cash for such shares.

ARTICLE V. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the principal place of business of the corporation is 610 Main, in the City of Earlham, County of Madison, State of Iowa (Zip Code 50072); and the name of the initial registered agent at such address is Jon F.Horton.

IND ✓
SEC ✓
PROOF ✓

Compared

STATE OF IOWA,
MADISON COUNTY, ss.

Inst. No. 329
Book 35 Page 245

- 1 -

Filed for Record this 30 day of August 19 84 at 10:00 AM

Recording Fee 25.00 Mary E. Welty, Recorder

Deputy

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ARTICLE VI. - RESTRICTIONS ON STOCKHOLDERS' SALE OF STOCK

By unanimous agreement, the stockholders may provide restrictions upon the sale and transfer of issued and outstanding stock in the corporation by the holders thereof, giving to other holders of issued and outstanding shares of stock in the corporation, or to the corporation itself, rights to purchase any such shares as may be sought to be sold or transferred. The corporation may become a party to any such agreement. Any such agreement shall be recorded in the minute book of the corporation and be open to inspection by any person having an interest in the provisions thereof, whether as a holder of, one interested in purchasing or otherwise acquiring interests in shares of stock of the corporation or warrants, options or other instruments evidencing rights to subscribe for or purchase such shares. The existence of any such agreement shall be stated upon each certificate representing the shares issued by the corporation.

ARTICLE VII. - PRIVATE PROPERTY OF STOCKHOLDERS

The private property of the stockholders shall not be subject to payment of corporation debts but shall be exempt from liability therefor.

ARTICLE VIII. - BOARD OF DIRECTORS

The affairs of the corporation shall be conducted by a Board of Directors which shall have and shall exercise all the powers of the corporation. Directors need not be stockholders. The number of directors which shall constitute the Board of Directors shall be such as from time to time shall be fixed by, and in the manner provided for in, the By-Laws, but in no case shall the number be less than one. Directors shall be elected by the stockholders at the annual meeting and shall take office as provided from time to time by the By-Laws. Additional directors may be elected at any special meeting of the stockholders, pursuant to the By-Laws. Election of directors shall be by written ballot if so requested by any person entitled to vote. Any director may be removed by vote of the holders of the majority of the capital stock at any special meeting of the stockholders called for that purpose; provided, that any such removal of one director shall cause the terms of office of all directors to terminate, and, at the meeting at which a director is removed, new directors shall be elected to serve until they are removed or until their successors

are elected and qualified. Directors, or authorized committees of Directors, may take informal action which action or actions can be formalized by consent in writing to such action or actions by all such directors entitled to vote.

ARTICLE IX. - OFFICERS

The officers of the corporation shall be a President, Vice-president, Secretary, Treasurer, and such subordinate officers as may be appointed by the Board of Directors, who shall be chosed by the Board of Directors in such manner as may be provided for in the By-Laws. Each such officer, insofar as permissible under law, and as provided in the By-Laws or resolutions of the Board of Directors, shall be relieved of responsibility for exercise of authority or performance of duties incident to this office, the exercise or performance of which has been assigned to subordinate officers. Any two or more offices may be held by the same person.

ARTICLE X. - INDEMNIFICATION OF DIRECTORS

Each director, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred by or imposed upon him in connection with or resulting from any civil or criminal action, suit or proceeding to which he may be made a party by reason of his being or having been a director of the corporation, except in relation to matters in which he has been finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such director. The foregoing right to indemnification shall include a right to reimbursement of the amounts paid and expenses incurred in settling, compromising or otherwise adjusting any such action, suit or proceeding, when such disposition thereof appears to be in the best interests of the corporation, and shall not be exclusive of other rights to which such director may be entitled as a matter of law.

ARTICLE XI. - BY-LAWS

The initial By-Laws of the corporation shall be adopted by the shareholders. Thereafter By-Laws, unless otherwise provided under the Iowa Business Corporation Act, may be adopted, amended or repealed by the shareholders or by the Board of Directors at any regular or special meeting.

ARTICLE XII. - MEETINGS OF STOCKHOLDERS

The annual meeting of the stockholders of the corporation shall be held at 1:00 P.M. on the second Saturday in July of each year at the office of the principal place of business of the corporation. Special meetings of the stockholders may be called at such time and in such manner as may be provided from time to time in the By-Laws. Meetings other than the annual meeting of stockholders may be held outside the State of Iowa.

ARTICLE XIII. - AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a vote of two-thirds (2/3) of the issued and outstanding stock of the corporation at an annual stockholders meeting or at any special meeting called for that purpose.

ARTICLE XIV. - NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is Jon Horton of 803 Plumb, Earlham, Iowa 50072. Until such other or additional officers and directors are elected as provided herein and in the By-Laws Jon F. Horton shall perform all officer functions and shall serve as the sole director of the corporation.

The undersigned, being the sole incorporator hereinafter named, for the purpose of forming a corporation under the Iowa Business Corporation Act does hereby adopt and sign these Articles of Incorporation this 6 day of August, 1984.

Jon F Horton
Sole Incorporator

STATE OF IOWA
COUNTY OF MADISON

On this 6 day of August, 1984, before me Samuel H. Braland, a Notary Public in and for the County of Madison, State of Iowa, personally came Jon F. Horton to me personally known to be the identical person named in and who executed the foregoing instrument and acknowledged that he executed the same as his voluntary act and deed. IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix my official seal,

at Earlham, Iowa on the date last above written.

Samuel H. Braland
Notary Publlic

SAMUEL H. BRALAND
NOTARIAL SEAL
STATE OF
Iowa

My commission expires 8-18-86.

OFFICE OF THE SECRETARY OF STATE
DES MOINES, IOWA

This instrument recorded in Book A-43, Page 919 July 20 1984

Expires Perp., Cert. No. C007687 Receipt No.

Filed By Stephen K. Barnett & Blazek

Filing Fee 50.00 Recording Fee

Mary Jane Odell Secretary of State

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