

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

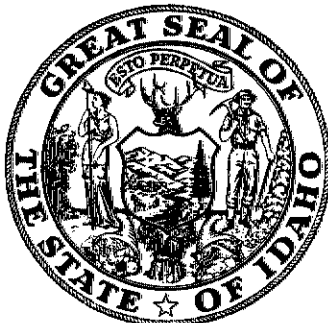
CRISTINA'S RESTAURANT, INC.

File number C 110645

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: May 17, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Sikel*

MAY 17 12 05 PM '95  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
CRISTINA'S RESTAURANT, INC.

IDAHO SECRETARY OF STATE  
19950517 0900 90153 2  
BOOK #: 201 DIST# 46694  
CORP  
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For the purpose of forming a corporation under the laws of the State of Idaho, Stephen Robert Cook and Maria Cristina Cook, being over the age of eighteen (18) years, adopt in duplicate the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be CRISTINA'S RESTAURANT, INC.

ARTICLE II

The existence of this corporation shall be perpetual.

ARTICLE III

The purpose for which this corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, Title 23A, Revised Code of Idaho, as the same may be amended from time to time.

ARTICLE IV

The total number of shares of stock which the corporation is authorized to issue is ONE HUNDRED THOUSAND (100,000), all of which shall be of one class of a par value of ONE DOLLAR (\$1.00) each, and all of which shall be known as common stock.

ARTICLE V

The shareholders of the corporation shall have no preemptive rights to acquire unissued shares of stock of the corporation.

# : C

The shareholders of the corporation shall have no cumulative voting rights with respect to the election of the directors of the corporation.

#### ARTICLE VI

The initial registered agent of the corporation shall be Maria Cristina Cook, whose address is 540 E. 2nd, Post Office Box 680, Ketchum, Idaho, 83340, which is also the address of the registered office of the corporation.

The registered agent and office of the corporation may be changed at any time by resolution of the Board of Directors.

#### ARTICLE VII

The number of directors of the corporation shall be fixed, and may be changed from time to time, in the manner provided in its Bylaws. The initial number of directors shall be two (2).

The initial directors of the corporation and their addresses are as follows:

| <u>NAME</u>         | <u>ADDRESS</u>  |
|---------------------|---|
| Stephen Robert Cook | 105 Red Cliffs Road<br>Post Office Box 680<br>Ketchum, ID 83340 |
| Maria Cristina Cook | 105 Red Cliffs Road<br>Post Office Box 680<br>Ketchum, ID 83340 |

The term of office of such initial directors shall be until the first annual meeting of shareholders and until their successors are elected and qualified.

The power to alter, amend or repeal the Bylaws of the corporation, or adopt new Bylaws, subject to repeal or change by


action of the shareholders, shall be vested in the Board of Directors.

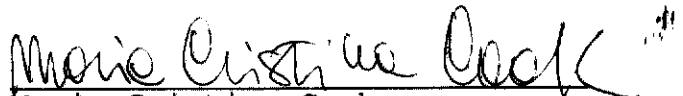
ARTICLE VIII

The name and address of the Incorporators of this corporation are:

| <u>NAME</u>         | <u>ADDRESS</u>  |
|---------------------|---|
| Stephen Robert Cook | 105 Red Cliffs Road<br>Post Office Box 680<br>Ketchum, ID 83340 |
| Maria Cristina Cook | 105 Red Cliffs Road<br>Post Office Box 680<br>Ketchum, ID 83340 |

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 1995.

  
\_\_\_\_\_  
Stephen Robert Cook  
Incorporator

  
\_\_\_\_\_  
Maria Cristina Cook  
Incorporator