



CERTIFICATE OF INCORPORATION  
OF

BRENNAN ENTERPRISES, INCORPORATED

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: February 11, 1991



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Elizabeth Zabala*

# ARTICLES OF INCORPORATION

## BRENNAN ENTERPRISES, INC ORPORATED

WE, THE UNDERSIGNED, natural persons over the age of 21 years, acting as incorporators of a corporation under the laws and Code of the State of Idaho, adopt the following Articles of Incorporation for such corporation.

### ARTICLE I.

#### NAME

The name of the corporation is BRENNAN ENTERPRISES, INCORPORATED.

### ARTICLE II.

#### DURATION

The period of duration shall be peretual.

### ARTICLE III.

#### PURPOSES

To engage generally in the motel and related businesses; to plan, design and construct buildings for motel purposes and to buy, sell and acquire the same to carry on the motel business and such accommodations necessary to accomplish such purposes;

To own, hold, rent, control, lease, operate, conduct and engage in the restaurant business; and to furnish, equip and manage

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restaurants, inns, eating houses, taverns, cafes, cabarets or places of entertainment, and generally to do and perform everything necessary for carrying out the aforesaid purposes; and to prepare, market, import and export food and food products of every class and description, fresh, canned, preserved or otherwise, and to prepare and serve all food, beverages, alcoholic or nonalcoholic and other preparations and refreshments of all kinds;

To engage in the on-sale dispensing of alcoholic beverages operating as a bar, lounge and restaurant, and generally to purchase or otherwise acquire bars, lounges, restaurants and taverns and to manage, own, hold, lease, rent or sell such business or businesses;

To promote fellowship and extend acquaintanceship by means of dances, musicals and other kindred forms of entertainment;

To engage generally in any causes or objects similar to the above mentioned in order to promote the cultural, social, literary and general welfare of the community and thereby promote tourism and the local economy wherein the corporate establishments may be doing business; and

In addition the corporation shall be authorized to own, buy, sell, trade and otherwise deal in property of all kinds and descriptions, including real, personal intangibles or mixed, and to engage in any and all other lawful purposes, activities or pursuits whether similar or dissimilar to the foregoing and to have all powers allowed by law, including those described in the Corporate Laws of Idaho.

ARTICLE IV.  
CORPORATE STOCK

The aggregate number of shares which the corporation shall have authority to issue is 100,000. The shares shall be without par value. These Articles of Incorporation may be amended to increase the capitol stock by a majority vote of the shareholders at any regular or special stockholders' meeting called for that purpose.

No shareholder shall transfer, alienate, or in any way dispose of any share of the corporation. The corporation reserves and has the exclusive right and option to purchase such shares at a price equal to the book value thereof.

ARTICLE V.  
PAID IN CAPITAL

The corporation shall not commence business until at least \$1,000.00 has been received by it as consideration for the issuance of shares.

ARTICLE VI.  
BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is three (3), and the names and the addresses of the persons who are to serve as such directors until the first annual meeting of the shareholders, or until their successors are elected and qualified are :

Andrew John Brennan, Jr.	277 North Hooper Avenue Soda Springs, Idaho 83276
Iolanda R. Brennan	2348 Bryan Avenue Salt Lake City, Utah 84108
Andrew John Brennan, Esq	2348 Bryan Avenue Salt Lake City, Utah 84108

ARTICLE VII.

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 277 North Hooper Avenue, Soda Springs, Idaho 83276, and the name of the initial registered agent at such address is Andrew John Brennan, Jr..

ARTICLE VIII.

NAMES AND ADDRESSES OF INCORPORATORS

The names and addresses of the incorporators are:

Andrew John Brennan, Jr	277 North Hooper Avenue Soda Springs, Idaho 83276
Iolanda R. Brennan	2348 Bryan Avenue Salt Lake City, Utah 84108
Andrew John Brennan, Esq	2348 Bryan Avenue Salt Lake City, Utah 84108

ARTICLE IX.

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

The corporation shall indemnify its officers, directors, employees and agents under and in accordance with Section 30-1-6 of the Corporate Laws and Code of Idaho.

IN WITNESS WHEREOF

We, the undersigned incorporators, have hereunto placed  
our hands and seals this 5<sup>th</sup> day of February, 1991.

Andrew J. Brennan, Jr.  
ANDREW JOHN BRENNAN, JR

Andrew John Brennan  
ANDREW JOHN BRENNAN, ESQ

Iolanda R. Brennan  
IOLANDA R. BRENNAN

STATE OF UTAH                    )  
  SS  
COUNTY OF SALT LAKE        )

On this        day of February, 1991, personally appeared before  
me, Andrew John Brennan, Jr., Andrew John Brennan, Esq and Iolanda  
R. Brennan, who being by me duly sworn, declared that they and each  
of them are the persons who signed the foregoing document as  
incorporators, and that the statements contained therein are true.

Rachel L. Christopher  
NOTARY PUBLIC, residing at  
Salt Lake City, Utah

My Comm. Exp.:

Sept 20, 1994

