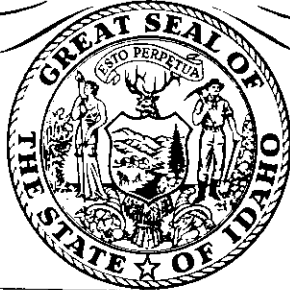


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

HOLMES-LEBRET, INC.

was filed in the office of the Secretary of State on the **Twenty-third** day of **November**, A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **121** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at

St. Maries

in the County of

Beneviah

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **23rd** day of **November**, A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

HOLMES - LEBRET INC.

WE, the undersigned, HOWARD G. HOLMES, a single man, JOHN C. LEBRET, and MARY E. LEBRET, each being of full age and citizens of the United States, have associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and in pursuance thereof do hereby sign and acknowledge the following Articles of Incorporation in triplicate originals and do state as follows:

I

The name of the proposed corporation is Holmes-LeBret, Inc.

II

The purposes for which this corporation is formed are the following:

- a. To own, conduct, operate, maintain, and carry on the business of Cabaret, night club, tavern, and restaurant and to sell and dispense foods, beverages, and liquids of all kinds and to do any and all other things necessary and pertaining to said business;
- b. To do any and all things and acts and to exercise any and all other powers which a co-partnership, or natural person may do or exercise to the extent permitted by law to corporations under the laws of the State of Idaho.

III

The duration of the corporation is perpetually.

IV

The location and post office address of the registered office of the corporation in the State of Idaho is c/o C. & M. Cafe, St. Maries, Idaho.

V

The total authorized number of par value shares is 25,000 shares having a par value of \$1.00. The aggregate par value of the total authorized number of shares having a par value is \$25,000.00.

VI

The shares shall be common, voting, capital stock, and non-assessable. The number of directors of this corporation shall be three; the names and post office addresses of the first directors who shall hold office and manage

the affairs of the corporation for a period ending on the first Monday in November, 1963, or as soon thereafter as their successors are elected and qualified are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Carl Buel	St. Maries, Idaho
Ray Diard	Priest River, Idaho
Marie Diard	Priest River, Idaho

VII

The names and post office addresses of each of the incorporators and the number of shares for which each subscribes is:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NUMBER OF SHARES</u>
Howard G. Holmes	c/o C & M Cafe, St. Maries, Idaho	1 share common stock
John C. LeBret	N. 10305 Waikiki Road, Spokane, Wash.	1 share common stock
Mary E. LeBret	N. 10305 Waikiki Road, Spokane, Wash.	1 share common stock

VIII

The authority to make By-Laws for this corporation is hereby expressly vested in the board of directors of this corporation subject to the power of the shareholders to change or repeal such By-Laws.

IN WITNESS WHEREOF the incorporators have hereunto set our hands and seals this 20th day of November, 1962.

John C. Le Bret

Mary E. Le Bret

Howard G. Holmes

STATE OF WASHINGTON)
COUNTY OF SPOKANE) ss.

This is to certify that on the 20th day of November, 1962, there appeared personally before me HOWARD G. HOLMES, JOHN C. LE BRET and MARY E. LE BRET, to me known personally to be the persons described in and who executed the foregoing Articles of Incorporation and they and each of them did acknowledge and declare to me that they each executed the same freely and voluntarily for the uses and purposes therein mentioned.

In Witness Whereof, I, have hereunto set my hand and official seal in triplicate the day and year first above written.

Thomas Plummer
Notary Public in and for the State
of Washington, residing at Spokane