

# State of Idaho



## Department of State

### CERTIFICATE OF INCORPORATION

**LOUIS E. CLAPP**

~~LOUIS E. CLAPP~~

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

**CAPITAL PLAZA RESTAURANT, INC.**

was filed in the office of the Secretary of State on the **Eleventh** day  
**April** will be **A.D. One Thousand Nine Hundred Sixty-six** and  
duly recorded on Film No. **microfilm** 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**  
**Boise,** from the date hereof, with its registered office in this State located at  
in the County of **Ada.**

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 **11th** day of **April**

**LOUIS E. CLAPP**  
Secretary of State

By Deputy  
Secretary of State.

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
29  
30  
31  
32

ARTICLES OF INCORPORATION  
OF  
CAPITOL PLAZA RESTAURANT, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a Corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

I.

The name of the Corporation is: CAPITOL PLAZA  
RESTAURANT, INC.

II.

The purposes for which said Corporation is formed are:

(a) The general nature of its business shall be to conduct the operation of a public restaurant including catering, banquet preparation, retail sales, wholesale sales, and in any manner to purchase, prepare, sell and service the public with food, beverage and services as well as rent, lease, let, encumber, assign, loan, or in any manner deal with the personal or real property necessary for the holding of public gatherings, banquets, luncheons, or any other business of the type generally carried on by a public restaurant;

(b) without particularly limiting or restricting any of the powers of the Corporation, the Corporation shall have the power to issue bonds and other obligations and shares of its capitol stock in payment for property purchased or acquired by it or any other lawful object in and about its business; to borrow money and to make and issue notes, bonds, debentures and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, and to mortgage or pledge any stocks, bonds or other real and personal property; to make and perform contracts of every description; and to do any and all other things and exercise any and all affairs which a natural person could or would do, and exercise that which may now or hereafter be authorized by law;

(c) to conduct business in this State, or other States, the District of Columbia, the Territories, Possessions, and Dependencies of the United States, and in foreign countries, and to have one or more offices out of this State.

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
29  
30  
31  
32

III.

The period of existence and duration of the life of this Corporation shall be perpetual.

IV.

The location of the registered office of the Corporation is:  
555 West Jefferson Street, Boise, Idaho

V.

The amount of the Capitol Stock of the Corporation shall be 1,500 shares of no par stock, which stock shall be issued fully paid and non-assessable, and shall all be of one class and each stockholder shall be entitled to one vote for each share of stock held by him.

VI.

The names and post office addresses of the Incorporators and the number of shares subscribed by each are as follows:

Name:	Address:	No. of Shares:
Chester M. Belcher	219 Mobley Drive Boise, Idaho	10 shares
Cushman R. Flagg	308 W. Lincoln Ave. Nampa, Idaho	10 shares
Betty A. Belcher	219 Mobley Drive Boise, Idaho	10 shares
Martha R. Flagg	308 W. Lincoln Ave. Nampa, Idaho	10 shares

VII.

Management of this Corporation shall be vested in a Board of Directors consisting of three members, who shall be elected by the Stockholders for a term of one year. No person shall be eligible to the office of Director who is not a Stockholder of Record, said Director shall hold office until their successors are elected and qualified.

VIII.

The officers of this Corporation shall be a President, a Vice-President, Secretary and Treasurer. One person may be Secretary and Treasurer, or one person may be Secretary and another Treasurer, at the discretion of the Board of Directors. Such Officers shall be elected by the Board of Directors and the Board of Directors shall elect and appoint such officers and agents as they may deem advisable and define the authority of each and prescribe their duties.

IX.

In furtherance and not in limitation of the powers conferred by law, the Board of Directors are especially authorized:

(a) to sell, convey, buy, lease, or otherwise acquire, hold, dispose of real and personal property in the name of the Corporation.

(b) to delegate the authority of the Board in such manner as the Board of Directors may desire to the President or other executive officer or officers of the Corporation.

(c) to remove at any time any officer elected or appointed by the Board of Directors.

(d) to amend the By-laws of the Corporation at any regular or special meeting of the Board of Directors called for that purpose.

X.

The first annual meeting of the Stock Holders for the election of Directors and transaction of other business shall be held at 505 West Jefferson, Boise, Idaho, on the 2nd Monday of May, 1966, and the annual meeting of the Stock Holders shall be held on the 2nd Monday of May each year thereafter, unless said day is a Holiday in which case the meeting shall be held on the following day which is not a Holiday, at the hour of

1  
2 10:00 o'clock A.M., the Board of Directors may by resolution duly adopted  
3 thirty (30) days before said annual Stock Holders meeting, change the place  
4 of the Stock Holders meeting to be held without the State of Idaho as in any  
5 such resolution may be provided.  
6

7 XI.

8 The vote for election of Directors shall be by election conducted  
9 in such manner and form as may be provided by law or the By-laws of the  
10 Corporation.  
11

12 XII.

13 Special meetings for the Stock Holders may be called by the Board  
14 of Directors or by a Stock Holder in the manner provided by law and the  
15 By-laws of the Corporation, and meetings of the Board of Directors may  
16 be called by the President or by the Vice-President of the Corporation with  
17 notice as required by law.  
18

19 XIII.

20 The Board of Directors are expressly authorized without the assent  
21 of the vote of the Stock Holders to make, alter, amend or rescind the  
22 By-laws of this Corporation.  
23

24 XIV.

25 These Articles of Incorporation may be changed, altered and  
26 amended at any Stock Holders meeting by the vote of the Stock Holders  
27 representing the majority of the Stock present at such meeting.  
28

29 XV.

30 Private property of the Stock Holders shall not be liable for  
31 Corporate debts.  
32

1  
2 IN WITNESS WHEREOF, We have hereunto set our hands this ✓  
3 7th day of April, 1966.  
4  
5  
6

7 Cushman R. Flagg Chester M. Belcher  
8  
9

10 Martha R. Flagg Betty A. Belcher  
11  
12  
13

14 STATE OF IDAHO)  
15 ) ss.  
16 COUNTY OF ADA)

17 On this 7th day of April, 1966, before me the undersigned Notary  
18 Public in and for the County of Ada, State of Idaho, personally appeared  
19 Chester M. Belcher, Cushman R. Flagg, Betty A. Belcher and Martha  
20 R. Flagg, known to me to be the persons whose names are subscribed  
21 to the foregoing instrument and acknowledged to me that they executed  
22 the same.  
23

24 IN WITNESS WHEREOF, I have hereunto set my hand and affixed  
25 my official seal the day and year in this certificate first above written.  
26

27 Edward A. Johnson  
28 NOTARY PUBLIC FOR IDAHO  
29 Residing at Boise, Idaho  
30  
31  
32 ✓