

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

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 **1966** A.D. One Thousand Nine Hundred **Sixty-six** day 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**

from the date hereof, with its registered office in this State located at

Boise,

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,

11th **April** this day of

66

LOUIS E. CLAPP
A.D. 1966
Secretary of State

By Deputy

Secretary of State.

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2 ARTICLES OF INCORPORATION

3 OF

4 CAPITOL PLAZA RESTAURANT, INC.

5

6 KNOW ALL MEN BY THESE PRESENTS:

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

11 I.

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

14 II.

15 The purposes for which said Corporation is formed are:

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

24 (b) without particularly limiting or restricting any of the
25 powers of the Corporation, the Corporation shall have the power to issue
26 bonds and other obligations and shares of it's capitol stock in payment for
27 property purchased or acquired by it or any other lawful object in and about
28 it's business; to borrow money and to make and issue notes, bonds, debentures
29 and evidences of indebtedness of all kinds, whether secured by mortgage,
30 pledge or otherwise, and to mortgage or pledge any stocks, bonds or
31 other real and personal property; to make and perform contracts of every
32 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;

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

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:
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19	Chester M. Belcher	219 Mobley Drive Boise, Idaho	10 shares
20	Cushman R. Flagg	308 W. Lincoln Ave. Nampa, Idaho	10 shares
21	Betty A. Belcher	219 Mobley Drive Boise, Idaho	10 shares
22			
23	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:

(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.

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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

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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.
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7 XI.
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9 The vote for election of Directors shall be by election conducted
10 in such manner and form as may be provided by law or the By-laws of the
11 Corporation.
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13 XII.
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15 Special meetings for the Stock Holders may be called by the Board
16 of Directors or by a Stock Holder in the manner provided by law and the
17 By-laws of the Corporation, and meetings of the Board of Directors may
18 be called by the President or by the Vice-President of the Corporation with
19 notice as required by law.
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21 XIII.
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23 The Board of Directors are expressly authorized without the assent
24 of the vote of the Stock Holders to make, alter, amend or rescind the
25 By-laws of this Corporation.
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27 XIV.
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29 These Articles of Incorporation may be changed, altered and
30 amended at any Stock Holders meeting by the vote of the Stock Holders
31 representing the majority of the Stock present at such meeting.
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33 XV.
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35 Private property of the Stock Holders shall not be liable for
36 Corporate debts.
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2 IN WITNESS WHEREOF, We have hereunto set our hands this
3 7th day of April, 1966.

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Cushman R. Flagg

Chester M. Belcher

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Martha R. Flagg

Betty A. Belcher

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STATE OF IDAHO)

) ss.

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COUNTY OF ADA)

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

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

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Edward A. Johnson
NOTARY PUBLIC FOR IDAHO
Residing at Boise, Idaho