

# State of Idaho

## Department of State

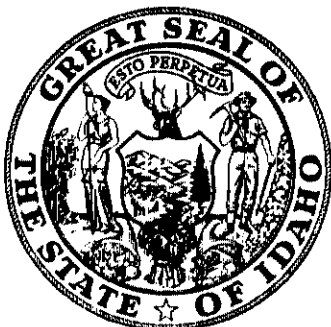
### CERTIFICATE OF INCORPORATION OF

BHA INVESTMENT, INC.

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: July 29, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl DeWine*

ARTICLES OF INCORPORATION

JUL 29 4 08 PM '93  
SECRETARY OF STATE

OF

BHA INVESTMENT, INC.

The undersigned, acting as the incorporator of a corporation (the "Corporation") organized pursuant to and subject to the Idaho Business Corporation Act; Chapter 1, Title 30, Idaho Code (the "Act"), adopts the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the Corporation is BHA Investment, Inc.

ARTICLE II. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III. PURPOSES

The purposes for which the Corporation is organized are: to acquire and hold such certificates, permits and licenses as shall be required to engage in the retail liquor business in the State of Idaho; to engage in the retail liquor business; to transact any and all other lawful business for which corporations may be incorporated under the Act; to do everything necessary, proper, advisable or convenient for the conduct of said businesses; and to do all other things incident thereto or connected therewith which are not forbidden by the Act, by other law or by these Articles of Incorporation.

ARTICLE IV. AUTHORIZED SHARES: RESTRICTIONS

The aggregate number of shares of capital stock that the Corporation shall have authority to issue is 1,000 shares, of one class only, which will be designated as common stock. All of such shares shall be without par value.

ARTICLE V. REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 877 W. Main, Suite 1000, Boise, ID 83702, and the name of its initial registered agent at that office is Phillip M. Barber.

ARTICLE VI. BOARD OF DIRECTORS

The number of Directors of the Corporation will be as specified in the Bylaws. The number of Directors constituting the initial Board of Directors is one, and the

name and address of the person who is to serve as Director until the first annual meeting of the shareholders and until such person's successor has been elected and qualified is:

Name

Address

Phillip M. Barber

877 W. Main, Street, Suite 1000  
Boise, Idaho 83702

ARTICLE VII. DIRECTOR LIABILITY

To the full extent permitted by the Act or any other applicable laws as presently or hereafter in effect, no Director of the Corporation shall be personally liable to the Corporation or its shareholders for or with respect to any acts or omissions in the performance of his or her duties as a Director of the Corporation. No amendment to or repeal of this Article VII shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to the effective date of such amendment or repeal.

ARTICLE VIII. INDEMNIFICATION

Each person who is or was or had agreed to become a Director, officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the Act or any other applicable laws presently or hereafter in effect. Without limiting the generality or effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article VIII. No amendment to or repeal of this Article VIII shall apply to or have any effect on the right to indemnification permitted or authorized hereunder for or with respect to any acts or omissions of such Director, officer, employee or agent occurring prior to the effective date of such amendment or repeal.

ARTICLE IX. INCORPORATOR

The name and address of the incorporator of the Corporation is:

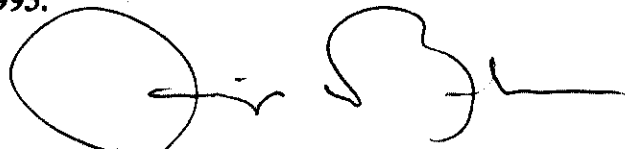
Name

Address

Phillip M. Barber

877 W. Main Street, Suite 1000  
Boise, Idaho 83702

Dated this 22<sup>nd</sup> day of July, 1993.



Phillip M. Barber