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ARTICLES OF INCORPORATION OF

B&T ARCTIC CIRCLES, DICTOY -2 AM 10: 10

The undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is B & T Arctic Circles, Inc.

ARTICLE TWO

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

- 1. To engage in the business of restaurant food sales.
- 2. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
- 3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

CAPITALIZATION

The aggregate number of shares which the corporation is anti-priorities in the shares shall be of a single class, and shall have a party and of one deliant: 147861 (\$1.00) per share.

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ARTICLE FIVE

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 198

Yellowstone Ave., Pocatello, Idaho and the name of its initial registered agent at such address is Brent Lenon.

ARTICLE SIX

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two. The name and address of each person who is to serve as a member of the initial board of directors is:

Address
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Brent D Lenon 2888 Summit, Pocatello, ID 83201

Tonia Lenon 2888 Summit, Pocatello, ID 83201

ARTICLE SEVEN

INCORPORATORS

The name and address of each incorporator is:

Name Address

Brent D Lenon 2888 Summit, Pocatello, ID 83201

Tonia Lenon 2888 Summit, Pocatello, ID 83201

Executed by the undersigned on $\frac{10/29/98}{}$

STATE OF Scale

COUNTY OF Bannack

BEFORE ME, the undersigned authority, on this 2 day of Octor, 197 8

personally appeared to me well known to be the persons described in and who signed the foregoing, and acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

My Commission Expires: