

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

J. E. CORPORATION

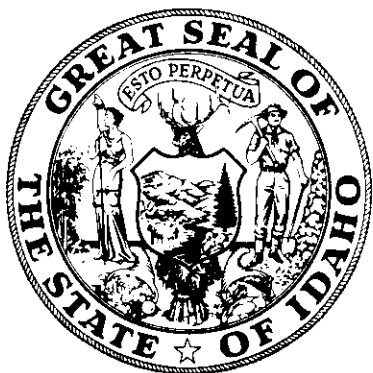
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

J. E. 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: **February 28, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF 85 FEB 28 PM 1 41

J. E. CORPORATION

SECRETARY OF STATE

The undersigned, John C. Elliott, forms a Corporation in accordance with Title 30 of the Idaho Code and does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation shall be J. E. Corporation.

ARTICLE II

The Corporation is to have perpetual existence.

ARTICLE III

The Corporation is organized for the purpose of operating a bar and lounge and all other lawful business for which Corporations may be incorporated under Idaho law.

ARTICLE IV

The location and post office address of the initial registered office of the Corporation is and the name of the Registered Agent at that address is:

Je. John C. Elliott
1413 ~~W~~ W. Idaho Street
Boise, Idaho 83702

ARTICLE V

The Corporation shall have the authority to issue one thousand (1,000) shares of one class of common stock, each share shall have no par value.

ARTICLE VI

The one class of common stock authorized by these Articles are intended to be Section 1244 stock and to qualify as such and comply with Section 1244 of the Internal Revenue Code of the United States.

ARTICLE VII

The transferability of the shares of stock of this Corporation may be restricted as set out in the Bylaws of this Corporation regarding the sale of stock and the death of a stockholder. Said Bylaws will be kept at the Registered Office of the Corporation.

ARTICLE VIII

The name and post office address of the incorporator is as follows:

John C. Elliott
4015 Palouse
Boise, Idaho 83705

ARTICLE IX

The name and post office address of the initial director of the Corporation appointed by incorporator to serve until the First Annual Meeting of the Shareholders or until his successor is elected and shall qualify are as follows:

John C. Elliott
4015 Palouse
Boise, Idaho 83705

ARTICLE X

The private proverty of the stockholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the

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Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the Corporation.

ARTICLE XI

The number of directors of the Corporation shall be as specified in the Bylaws and such number may from time to time be increased or decreased in such manner as may be prescribed in the Bylaws, provided that the number of directors of the Corporation shall not be fewer than the number required by law. In the case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the shareholders and until their successors are elected and qualified.

ARTICLE XII

The stockholders of the Corporation shall have preemptive and preferential rights of subscription 20 shares of stock with the Corporation whether now or hereafter authorized, or to any obligations of the Corporation convertible into stock.

ARTICLE XIII

No contract or other transaction between the Corporation and any other Corporation and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or

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officers of such other Corporation; any director, individually, or and firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested, shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of the Corporation who is also a director or officer of such other Corporation, or who is to be interested may be counted in determining the existence of a quorum and any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other Corporation or not so interested.

ARTICLE XIV

The Corporation shall be governed as to its internal affairs by the Bylaws of the Corporation kept at the Registered Office of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 28 day of Feb, 1985.


John C. Elliott

STATE OF IDAHO)

: ss.

County of ADA)

On this 28th day of February, 1985, before me the undersigned, a Notary Public for said State, personally appeared JOHN C. ELLIOTT, known to me to be the person whose name is subscribed to the foregoing instrument, who, being first duly sworn on his oath, acknowledged to me that he 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 written.

Brian R. Heltus

Notary Public for Idaho

Residing in Boise, Idaho