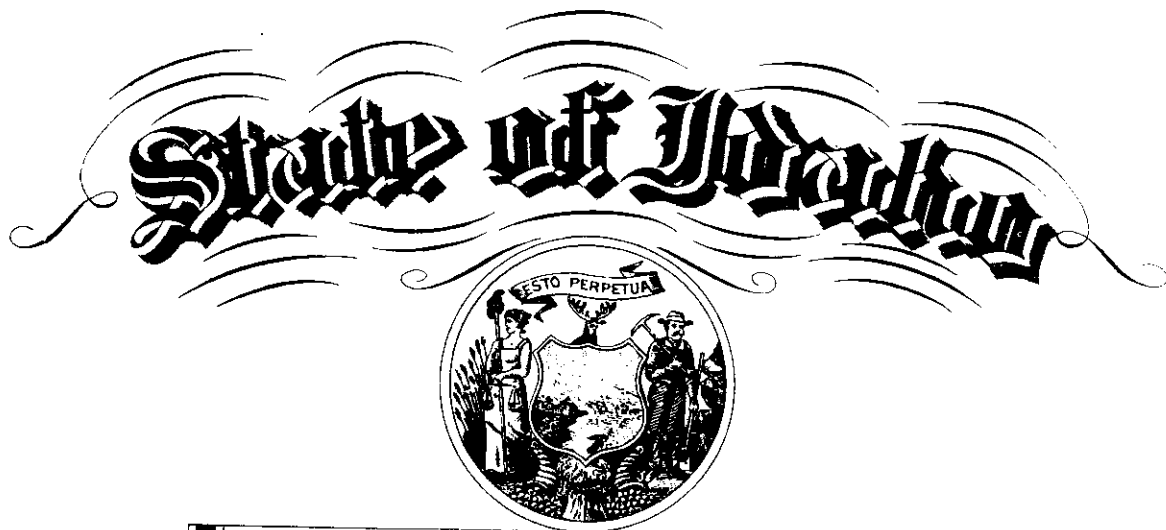




Department of State.

CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, 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

GRID'S BUFFALO CLUB, INC.

was filed in the office of the Secretary of State on the **19th** day
of **February** A.D. One Thousand Nine Hundred **Fifty-eight** and
duly recorded on Film No. **101** 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,
this **19th** day of **February**,
A.D., 19 **58**.

Secretary of State.

ARTICLES OF INCORPORATION
of
GRID'S BUFFALO CLUB, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purpose hereinafter stated pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

ARTICLE I.

The name of this corporation is Grid's Buffalo Club, Inc.

ARTICLE II.

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

ARTICLE III.

The purposes for which said corporation is formed are:

(a) To engage in the sale at retail of all types of beverages, alcoholic and non-alcoholic; to vend Whiskey, Gin, Rum, Vodka and all other so-called hard liquors by the drink, and to buy and sell the same in bulk at wholesale and retail in any area where such activities are not prohibited by law; to vend wines, champagne and other vintages by the drink; to buy and sell at retail and wholesale all brands of beer on draught, and by bottle or can; to operate, own, and manage restaurants, inns, lodging houses, motels, trailer parks, cafes, night clubs and other institutions of lodging and/or entertainment; and to conduct generally a retail merchandise business, including the purchase and sale of all types of foodstuffs and liquids; to acquire property, both real and personal, or any interest therein for holding, sale, mortgage, pledge, investment, or any other purpose whatsoever; to subdivide and improve real property; to construct such buildings or other

improvements as are necessary, proper or desirable in connection with the corporate business; to deal in any way or manner in mortgages, contracts, loans or other interests in real and personal property; to make any and all kinds of contracts, directly or indirectly connected with the purposes for which the corporation is formed; and to loan money, with or without security.

(b) To borrow money or otherwise incur indebtedness without limit as to the amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute and issue bonds, debentures, notes drafts, bills of exchange, negotiable instruments, and all other instruments for the payment of money, negotiable and non-negotiable, secured and unsecured.

(c) To conduct business in this state or other states, the District of Columbia, territories and colonies of the United States, and foreign countries or territories, and to maintain one or more offices or other places of business inside or outside of this State, and to receive, purchase, hold, acquire, mortgage, assign, transfer, lease, release, convey and otherwise deal in and with any real or personal property or any interest therein either within or outside the State of Idaho, reasonably calculated to promote the purposes of this corporation hereinabove or hereafter stated; to acquire the operating name, good will, property rights and the whole or any part of any business or estate, tangible or intangible, and to assume the liabilities of any person, firm, association, corporation or other business organization, and to pay for said good will rights, property and assets in cash and the stock of this company, its bonds, its debentures, or otherwise, or by undertaking the whole or any part of the liabilities of the transferor thereof, and to hold in any manner or dispose of all or any part of the property so acquired; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary and expedient in and about the conduct and management of such business or businesses, or property or properties, directly or indirectly related to the purposes and

objects of this corporation, or though not so connected, to preserve or protect the assets of this corporation.

(d) To purchase, insofar as the same may be done without impairing the capital of this corporation, except as otherwise prohibited by law, and to hold, pledge and reissue shares of its own capital stock, but such stock so acquired and held shall not be entitled to vote nor to receive dividends.

(e) To have, exercise, enjoin, and participate in all the powers now or hereafter granted to corporations organized under the laws of this State, and particularly all of the powers and privileges granted to corporations under Chapter 1, Title 30, Idaho Code, including any future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforesaid business or businesses and for the carrying into effect of any and all the aforesaid objects and purposes.

(f) To carry on any of the foregoing or closely related businesses as principal, agent, lessors, lessees, assignors, assignees, licensees, or otherwise which can be generally carried on in connection with any of the pursuits aforesaid.

(g) It is hereby expressly provided that the enumeration hereinabove of its specific objects and powers shall not be construed to limit or restrict in any manner the general powers of this corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or exercise any power or do any act which corporations formed under the laws of Idaho now or hereafter existing may not, at the time of such act, lawfully carry on, consummate or do, and the purposes, objects and powers specified in any one of the paragraphs of this Article III shall in no wise restrict or limit by reference or inference the terms, objects, purposes, and powers of any other clauses or paragraphs in this article contained, nor in any of the other articles of the Articles of Incorporation.

ARTICLE IV.

The capital stock of this corporation shall be in the amount of \$25,000.00, divided into 25,000 shares of non-assessable

common stock of the par value of \$1.00 per share.

ARTICLE V.

The principal place of business of this corporation shall be at 118 South 9th Street, in the City of Boise, County of Ada, State of Idaho, which is hereby designated as the address of its registered office.

ARTICLE VI.

The names and post office addresses of the incorporators and the number of shares subscribed by each are;

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>	<u>VALUE</u>
Ronald A. Gridley	5506 DeVillie Street Boise, Idaho	50	\$50.00
Mildred C. Gridley	5506 DeVillie Street Boise, Idaho	25	\$25.00
James F. Gilmore	834 Wade Circle Boise, Idaho	25	\$25.00

ARTICLE VII.

The business and prudential affairs of this corporation shall be managed and controlled by a board of directors to be elected annually at the annual meeting of the stockholders.

ARTICLE VIII.

The annual meeting of the stockholders for the election of directors and for the transaction of other business shall be held at the office of the corporation in Boise, Idaho, on the third Monday in March, 1958, and on the third Monday of March in each year thereafter. In all elections for directors, each stockholder shall be entitled to one vote for each share of stock owned by him for each director to be elected. The vote in the election for directors shall be by ballot and the election shall be conducted in such a manner and form as may be provided by the by-laws.

ARTICLE IX.

The Board of directors of this corporation shall consist of not less than three nor more than five persons who shall be elected annually by the stockholders, and who, by a majority vote, shall have the power to repeal or amend the by-laws thereof, and to adopt a new code of by-laws if in their discretion that

becomes proper. The incorporators of this corporation shall act as an interim board of directors until the first stockholders' meeting.

ARTICLE X.

The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any amount or to any extent whatever.

ARTICLE XI.

No contract, act or other transaction between this corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are financially or otherwise interested in or are directors or officers of such other corporation; and any director, individually, or any firm of which such director may be a member, may be a party to or may be financially or otherwise interested in, any contract or transaction of this 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 of this corporation, or to a majority thereof on the date of such contract or transaction; and any director of this corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation which shall authorize such contract, act or transaction with like force and effect as if he were not such director or officer of such other corporation or was not otherwise interested therein.

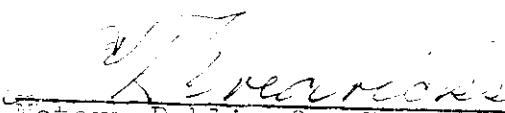
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 10th day of February, 1956.

Ronald A. Grady
Walter C. Grady
James P. Hillmore

STATE OF IDAHO)
 : ss.
COUNTY OF ADA)

On this 19th day of February, 1958, before me, the undersigned, a Notary Public, in and for said County and State, personally appeared RONALD A. GRIDLEY, MILDRED C. GRIDLEY and JAMES P. GILMORE, known to me to be the persons whose names are subscribed to the within 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.



Notary Public for Idaho
Residing at Boise, Idaho