

99-161

State of Idaho

Department of State

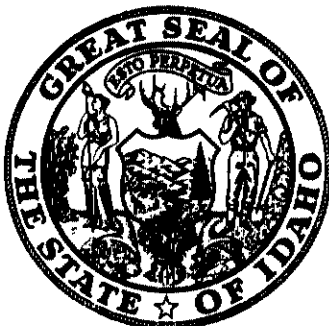
CERTIFICATE OF INCORPORATION OF

INTERMOUNTAIN EAGLES, INCORPORATED

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: August 19, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Davis*

ARTICLES OF INCORPORATION

OF

INTERMOUNTAIN EAGLES, INCORPORATED

AUG 19 11 59 AM '92

SECRETARY OF STATE

I, the undersigned, acting as an incorporator of a corporation under the Idaho Business Corporation Act, adopt the following articles of Incorporation for this corporation.

I.

The name of this corporation shall be INTERMOUNTAIN EAGLES, INCORPORATED.

II.

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

III.

The street and post office address of the initial registered office of this corporation is 240 Polecat Ridge Rd., Cascade, Idaho (P.O. Box 778) 83611 and the name of the initial registered agent at such address is Irle Boehm.

IV

The object and purpose of this corporation and the nature of its business shall be to operate a full service restaurant at or near Cascade, Idaho and the transaction of any or all lawful business pursuits incident thereto for which corporations may be incorporated under the Idaho Business Corporations Act. One or more of the divisions or parts of this corporation may be managed under a fictitious name.

V.

The total authorized number of shares of this corporation shall be 1000, with no stated par value, which shares shall be common stock and shall be subject to assessment. The initial capitalization of the corporation shall be the value of the partnership contributions and agreement of INTERMOUNTAIN EAGLES, to be folded into this corporation, together with any real estate or other assets owned by or held in behalf of Intermountain Eagles, wherever located. Shares shall be initially issued to each partnership contributor in the same ratios by which his or her contribution to the partnership compares to the total contribution.

VI.

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

~~Iris and Marilyn Boehm~~; P.O. Box 778 Cascade, Idaho 83611

~~Andrew and Pamela Cobb~~; 12564 E. Outer Drive, Detroit Mi
48224

~~Colene King~~; P.O. Box 756 Cascade, Idaho 83611

~~James Monahan~~; P.O. Box 806 Cascade, Idaho 83611

MW
~~Wilma O'Neill~~; P.O. Box 245 Cascade, Idaho 83611

~~Lois Hood~~; P.O. Box 245 Cascade, Idaho 83611

~~Lawrence and Rose Tucker~~; P.O. Box 809 Cascade, Idaho 83611

VII.

The number of persons to serve on the Board of Directors shall be fixed by the Bylaws of the Corporation.

The following persons are named directors of the corporation to serve until their successors are elected and qualified.

Irlie Boehm; P.O. Box 778; Cascade, Idaho 83611

Marilyn L. Boehm; P.O. Box 778; Cascade, Idaho 83611

Andrew Cobb; 12564 E. Outer Drive; Detroit, Mi. 48224

Rose M. Tucker; P.O. Box 809; Cascade, Idaho 83611

James Monahan; P.O. Box 806; Cascade, Idaho 83611

VIII.

All or any meetings of the shareholders, or of the Board of Directors may be held within or without the State of Idaho.

IX.

All stock issued by this corporation shall be subject to the AGREEMENT FOR THE PURCHASE AND SALE OF STOCK SHARES, on file at the office of the corporation, and each share issued by the corporation shall have evidence of such agreement printed on the certificate evidencing such share. Said agreement provides for the first option for the sale of all shares of the corporation to be held by the initial shareholders.

X.

The management of the affairs of the Corporation shall be by the Board of Directors, and as set forth in the By-Laws to be adopted hereafter.


XI.

The Board of Directors of the Corporation may, from time to time, distribute on a pro rata basis to its shareholders out of the capital surplus of the Corporation a portion of its assets in cash or property.

XII.

The private property of the shareholders, directors, and officers shall be forever exempt, so far as possible under Idaho law, from the debts and obligations of the Corporation.


IN WITNESS WHEREOF, I have signed duplicate originals of these Articles of Incorporation this 18th of August, 1992.


Marilyn L. Boehm
(An Incorporator)

STATE OF IDAHO)
)
COUNTY OF VALLEY)

On this 18 day of August, 1992, before me the undersigned, a Notary Public in and for said State, personally appeared Marilyn L. Boehm, known to me or proved to me by satisfactory evidence to be the persona whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that she 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 Cascade
Commission expires 1/16/98