

# FILED EFFECTIVE

2004 APR -9 AM 8:36

## ARTICLES OF INCORPORATION

STATE OF IDAHO

OF

LUCKY'S, INC.

KNOW ALL MEN BY THESE PRESENTS, That We, Armando Silva and Forrest Andersen, residents of the State of Idaho, each and all of whom are citizens of the United States and natural persons of full age, have this day voluntarily associated ourselves together for the purpose of forming a corporation for profit under the laws of the State of Idaho, and we do hereby certify and state:

### I.

The name of this corporation is : Lucky's, Inc.

### II.

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

### III.

Said corporation is formed for the following purposes:

A. To carry on and conduct the general business of : Night club and entertainment.

B. To lend or advance money or give credit to such persons, firms, corporations or associations on such terms as may seem expedient;

C. To lease, buy, sell, use, mortgage, improve and otherwise handle, deal in, or dispose of all such property, real and personal, as may be necessary or convenient in connection with the aforesaid business of the company;

IDAHO SECRETARY OF STATE  
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D. To carry on other business, of any nature, whatsoever, which may seem to the corporation capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of any of the corporation's property or rights or generally to enhance the profitability of the corporation;

E. If deemed advisable by the corporation, to establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or co-employees of the corporation, the stockholders of the company or their heirs, to grant pensions to employees and stockholders, and to make payments toward insurance;

F. The corporation shall have the power to buy its own stock and to hold the same as treasury stock and to sell and/or otherwise dispose of the same.

G. To acquire the good will, right, property and assets of all kinds and to undertake the whole or any part of liabilities of any person, firm, association or corporation on such terms and conditions that may be agreed upon; to pay for the same in cash, stocks, bonds, debentures or other securities of this corporation or otherwise; and to acquire and/or take all or any part of the business, assets, liabilities of any person, firm, association or corporation;

H. To borrow money of any person, firm or corporation and to issue bonds, debentures or obligations of this corporation from time to time for any of the objects or purposes of the corporation and to secure the same by mortgage, pledge, deed of trust; or any other lawful means with the property of the corporation;

I. To do any and all things necessary, suitable or proper for the accomplishment of any of the purposes, for the attainment of any of the objects, for the exercise of any of the powers

herein set forth, whether specified herein or not and to transact any or all lawful business for which corporations may be incorporated in this state.

The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in no way limited or restricted by reference to, or interference from, the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression or declaration of specific or special powers or purposes herein expressly declared shall be deemed to preclude powers or purposes not so declared, and that all other lawful powers not inconsistent herewith are hereby included.

#### IV.

There shall be one class of capital stock of the corporation and it shall be known as common stock. The aggregate number of shares which the corporation shall have authority to issue is 100 shares, no par value, nonassessable.

#### V.

The registered office of the corporation is: 156 Main Avenue North, Twin Falls., Idaho 83301; The registered agent at that address is: Armando Silva.

#### VI.

The number of directors of this corporation shall not be less than three directors, except that in cases where all shares of the corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than three, but not more than the number of stockholders. At all elections of directors of this Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these

provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

VII.

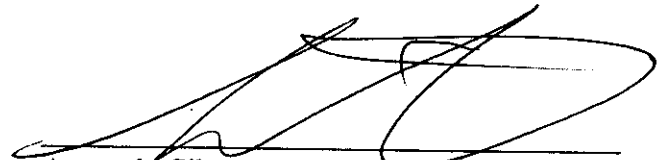
The names and addresses of the persons who are to serve as directors and incorporators until the first annual meeting of shareholders or until their successors are elected and qualify are as follows:


Armando Silva	321 Washington St., Twin Falls, Idaho 83301
Forrest Andersen	321 Washington St., Twin Falls, Idaho 83301

VIII.

The power to adopt, repeal and amend the By-Laws of the corporation shall be in the stockholders and the By-Laws may be amended, adopted, or repealed by a majority vote of the stockholders.

IN WITNESS WHEREOF, The Articles of Incorporation have been signed by the subscribers this 7<sup>th</sup> day of April, 2004.

  
Armando Silva

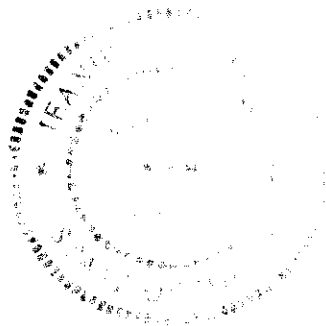
  
Forrest Andersen

STATE OF IDAHO )  
County of Twin Falls ) ss.

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On this 7<sup>th</sup> day of April, 2004, before me, the undersigned, a Notary Public for Idaho, personally appeared Armando Silva and Forrest Andersen, known to me to be the persons whose name is subscribed to the foregoing 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.



Leanne L. Shepherd  
Notary Public for Idaho  
Residing at: Buhl  
Commission expires: 07-20-06