

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

ARABICA INC.

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: October 1, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Valerie Flint*

RECEIVED
SEC. OF STATE

'92 OCT 1 PM 2 24

ARTICLES OF INCORPORATION

OF

ARABICA INC.

We, the undersigned natural persons of the age of twenty-one (21) years or more, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

Name

The name of this corporation is: Arabica Inc.

ARTICLE II.

Duration

The duration of the corporation is perpetual.

ARTICLE III.

Purposes

The purpose or purposes for which this corporation is organized is to purchase and operate a "Grounds for Coffee" franchise and any other lawful business.

ARTICLE IV.

Stock

The aggregate number of shares which this corporation shall have authority to issue is 100,000 shares of common stock with a

par value of \$1.00 per Share. All stock of the corporation shall be of the same class, common, and shall have the same rights and preferences. Fully paid stock of this corporation shall not be liable to any further call or assessment.

ARTICLE V.

Initial Office and Agent

The address of this corporation's initial registered office and the name of its original registered agent at such address is:

Norma Mares
P O Box 296
Star, Idaho 83669

ARTICLE VI.

Directors

The number of Directors constituting the initial Board of Directors of this corporation is four (4). The names and addresses of persons who are to serve as Directors until the first annual meeting of Shareholders, or until their successors are elected and qualify, are:

<u>Name</u>	<u>Address</u>
Claudia Jacobs	8107 S. Finlandia Way Sandy, Utah 84093
Charles Jacobs	8107 S. Finlandia Way Sandy, Utah 84093
Anthony Mares	8126 Farm Brook Way Sandy, Utah 84093
Alicia Mares	8126 Farm Brook Way Sandy, Utah 84093

ARTICLE VII.

Incorporators

The names and addresses of the Incorporators are:

Anthony Mares
8126 Farm Brook Way
Sandy, Utah 84093

Claudia Jacobs
8107 S. Finlandia Way
Sandy, Utah 84093

ARTICLE VIII.

Provisions Eliminating Liability of Directors

The personal liability of a director to this corporation or its shareholders for monetary damages from breach of fiduciary duty as a director is eliminated except:

- a. For any breach of the director's duty of loyalty to the corporation or its shareholders;
- b. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- c. For actions provided for under Section 30-1-48 Idaho Code.
- d. For any transaction from which the director derived an improper personal benefit.

DATED this 24th day of September, 1992.

Anthony Mares
Anthony Mares

Claudia D. Jacobs
Claudia Jacobs