



CERTIFICATE OF INCORPORATION
OF

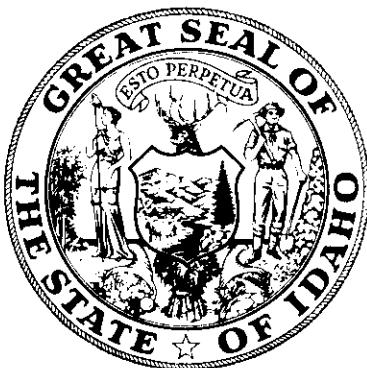
TRI-WEST VENTURES, INC.

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 _____
TRI-WEST VENTURES, INC.

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: July 14, 1982



SECRETARY OF STATE

by: _____

JUL 14 9 00 AM '82
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

TRI-WEST VENTURES, INC.

KNOW ALL BY THESE PRESENTS:

That we, the undersigned, all being bona fide natural born citizens of the United States of America, over the age of twenty-one years, do, under and in pursuance of the general corporation laws of the State of Idaho, hereby organize, constitute and associate ourselves, and such other persons as may hereafter become associated with us, into a body politic and corporate, and to that end execute the following ARTICLES OF INCORPORATION, and we hereby set forth and declare as follows:

I.

That the name of this corporation is, and shall be TRI-WEST VENTURES, INC.

II.

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Idaho, this corporation shall have the following objects, purposes and powers:

To introduce, erect, operate, conduct, manage, maintain, and carry on the business of a restaurant, cafe, and lounge for the dispensing of alcoholic beverages; to buy, sell, lease, or otherwise dispose of, and to operate, conduct, furnish, equip, and manage restaurants, inns, eating houses, taverns, cabarets, cafes, or places of entertainment, and generally to do and perform everything necessary for carrying out the aforesaid purposes. To buy, or otherwise acquire, manufacture, market, prepare for market, sell, deal in, and deal with, import, and export food and food products of every class and description, fresh, canned, preserved, or otherwise, and to prepare and serve all food, beverages, alcoholic and nonalcoholic,

1 and other preparations and refreshments of all kinds; and to do and engage in
2 any and all activities directly or indirectly related, incidental or advisable in
3 respect to any of the foregoing objects, purposes and powers.

4 To acquire, hold, own, use, lease, let, mortgage, hypothecate,
5 pledge, sell or otherwise dispose of all manner of real or personal property
6 whatsoever that may be reasonably necessary for the purpose of carrying into
7 effect any one or more of the objects of this corporation.

8 To make and enter into all necessary contracts and agreements, to
9 borrow money, to lend money, to evidence the indebtedness of the corporation
10 by notes, bonds, or other instruments and to secure the same by pledge,
11 mortgage, trust deed or other instruments and to do all acts, and make,
12 execute and deliver all necessary instruments for the carrying out of the
13 purposes of this corporation; to acquire and own the stock, bonds and
14 securities of other corporations while owning the same to exercise all of the
15 privileges of ownership consistent with the corporate character of this corpo-
16 ration.

17 To act either as, or by and through principals, agents, attorneys,
18 trustees, contractors, factors, lessors, lessees or otherwise, either alone
19 or in connection with others; to do any and all things convenient and incidental
20 to the purposes herein expressed, and generally to have and exercise all
21 powers as are by law conferred on corporations of like character, without in
22 any particular limiting any of the powers or purposes of the corporation, and
23 in connection with its objects to do any and all things and to exercise any and
24 all powers not prohibited by law and as allowed pursuant to Idaho Code 30-1-4,
25 as amended.

26 III.

27 That the period of existence of this corporation shall be perpetual
28 from and after July 9, 1982.

1 IV.

2 That the location of the principal office for the transaction of the
3 business and registered office of the corporation shall be 505 South Main
4 Street in the City of Moscow, County of Latah, State of Idaho. The name of
5 the registered agent and manager at such address is Jack Dumas. The Board
6 of Directors may, from time to time, move the principal and registered
7 office to any other address in Idaho; and further change the registered agent
8 and manager.
9

10 V.

11 The aggregate number of shares which the corporation shall have
12 authority to issue is One Hundred Thousand (100,000) shares of the par value
13 of ONE DOLLAR (\$1.00) each of common stock.
14

15 The aggregate par value shall be One Hundred Thousand Dollars
16 (\$100,000.00).
17

18 VI.

19 Any transfer (including any sale, transfer, deposit, pledge or encum-
20 brance in any manner or for any purpose) by a stockholder of record on the
21 corporation's books of any of the issued and outstanding stock of the corpora-
22 tion (or of any rights therein or thereunder) to anyone (except the corporation
23 or a stockholder of record of the corporation) will not be effective or enforce-
24 able against the corporation or its other stockholders of record unless (1) at
25 least ten days before the transfer the corporation and all the other stockholders
26 of record receive from the transferor written notice of the transfer, specify-
27 ing the nature of the transfer, the number of shares to be transferred and the
28 name and address of the transferee, or (2) in lieu thereof, a prior written
29 waiver of such notice is obtained by said transferor.
30

31 Each issuance or sale of any amount of the stock of the corporation
32 (either authorized and unissued or previously issued and re-acquired by the

1 corporation) by the corporation or any of its officers on its behalf must first
2 be authorized by a resolution of the Board of Directors. Any issuance or sale
3 not so authorized shall be null and void and cannot be approved or ratified
4 subsequently.

5 VII.

6
7 The following provisions are hereby agreed to for the purpose of
8 regulating the conduct of the affairs of the corporation.

9 (1) With the consent in writing, or pursuant to a vote of the holders of
10 a majority of the stock issued and outstanding and entitled to vote, the
11 Directors shall have authority to dispose, in any manner, of the whole
12 property of this corporation.

13 (2) Any and all of the Directors of the corporation may be removed at
14 any time, with or without cause, by the holders of a majority of the issued and
15 outstanding voting stock of the corporation.

16 (3) The Board of Directors is expressly authorized to remove at any
17 time, with or without cause, any officers of the corporation.

18 (4) The corporation upon vote of the persons then holding a majority of
19 the issued and outstanding voting stock of this corporation shall have the right
20 at their election to dissolve the corporation and sell its assets, wind up its
21 business affairs and distribute its assets and the proceeds thereof among its
22 stockholders as they may severally be entitled to receive the same as afore-
23 said.

24 (5) The corporation upon vote of the persons then holding three-fourths
25 of the issued and outstanding voting stock of the corporation may amend its
26 By-Laws or apply for and accept amendments to its Certificate of Incorporation
27 or Charter.

28 VIII.

29 That the name and post office address of each of the incorporators and
30

1 the number of shares for which each subscribes is as follows:

2	<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
3	John Michael Agee	S. W. 900 Viento Drive	50,000
4		Pullman, Washington 99163	
5	Jack Dumas	440 East 8th Street	25,000
6		Moscow, Idaho 83843	
7	Kenneth C. Eng	S. E. 900 Glen Echo Road	5,000
8		Pullman, Washington 99163	

IX.

9 The initial Code of By-Laws of the corporation shall be adopted by its
10 Board of Directors.

11 Any contract or other transaction between the corporation and one or
12 more of its Directors, or between the corporation and any firm of which one
13 or more of its Directors are members, or employees, or in which they are
14 interested, or between the corporation and any corporation or association of
15 which one or more of its Directors are shareholders, members, Directors,
16 officers, or employees, or in which they are interested, shall be valid for all
17 purposes, notwithstanding the presence of the Director or Directors at the
18 meeting of the Board of Directors of the corporation, which acts upon, or in
19 reference to, the contract or transaction, and notwithstanding his or their
20 participation in the action, if the fact of such interest shall be disclosed or
21 known to the Board of Directors and the Board of Directors shall, nevertheless,
22 authorize or ratify the contract or transaction, the interested Director or
23 Directors to be counted in determining whether a quorum is present and to be
24 entitled to vote on such authorization or ratification. This section shall not be
25 construed to invalidate any contract or other transaction that would otherwise
26 be valid under the common and statutory law applicable to it.

27 The Board of Directors is authorized to make provision for reasonable
28 compensation to its members for their services as Directors and to fix the
29

1 basis and conditions upon which this compensation shall be paid. Any Director
2 may also serve the corporation in any other capacity and receive compensation
3 therefor in any form.

4 X.

5 The private property of the stockholders shall not be subject to the
6 payment of corporate debts to any extent whatsoever.
7

8 XI.

9 1. The number of Directors constituting the initial Board of Directors
10 of the corporation is Three (3).

11 2. The names and address of the persons who are to serve as
12 Directors until the first annual meeting of shareholders or until their succes-
13 sors are elected and qualify are as follows:
14

15	<u>NAME</u>	<u>ADDRESS</u>
16	John Michael Agee	S. W. 900 Viento Drive Pullman, Washington 99162
17	Jack Dumas	440 East 8th Street Moscow, Idaho 83843
18		
19	Kenneth C. Eng	S. E. 900 Glen Echo Road Pullman, Washington 99163
20		

21 XII.

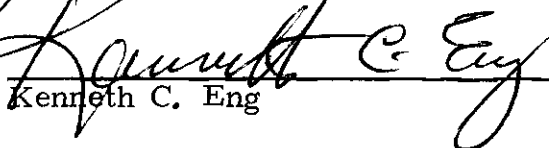
22 This corporation shall indemnify any and all of its Directors or officers
23 or former Directors or officers or any person who may have served at its
24 request as a Director or officer of another corporation in which it owned
25 shares of stock or of which it is a creditor against expenses actually
26 necessarily incurred by them in connection with the defense of any action, suit
27 or proceeding in which they, or any of them, are made parties, or the party,
28 by reason of being or having been Directors or officers or a Director or officer
29 of the corporation, or of such other corporation, except in relation to matters
30 as to which any such Director or officer or former Director or officer or
31 person shall be adjudged in such action, suit or proceeding to be liable for
32

1 negligence or misconduct in the performance of duty. Such indemnification
2 shall not be deemed exclusive of any other rights to which those indemnified
3 may be entitled, under any By-Law, agree, vote of stockholders, or otherwise.

4 IN WITNESS WHEREOF, we, the undersigned, being each of the
5 original subscribers to the stock hereinbefore named, for the purpose of
6 forming a corporation to do business both within and without the State of Idaho,
7 and in pursuance of the Corporation Laws of the State of Idaho, do make and
8 file these articles, hereby declaring and certifying that the facts therein are
9 true, and do respectively agree to take the number of shares of stock herein-
10 before set forth, and accordingly have hereunto set our hands this 9th day of
11 July, 1982.
12

13 
14 John Michael Agee

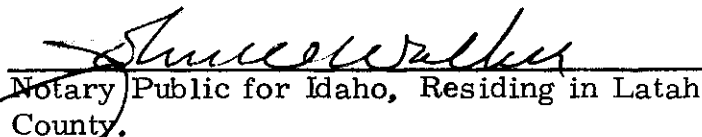
15 
16 Jack Dumas

17 
18 Kenneth C. Eng

19 STATE OF IDAHO)
20) ss.
21 County of Latah)

22 On this 9th day of July, 1982, before me, a Notary Public in and for
23 said State, personally appeared JOHN MICHAEL AGEE, JACK DUMAS and
24 KENNETH C. ENG, known to me to be the persons whose names are sub-
25 scribed to the foregoing instrument, and acknowledged to me that they executed
26 the same.

27 IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal
28 on the date last above written.

29 
30 Notary Public for Idaho, Residing in Latah
31 County.
32