

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

KINGSBARN, INCORPORATED

was filed in the office of the Secretary of State on the **Sixteenth** day of **November** A.D. One Thousand Nine Hundred **Sixty-five** and ~~will be~~ duly recorded on ~~microfilm~~ 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 **Lewiston,** in the County of **Das Paroo,**

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 **16th** day of **November**, A.D., 19 **65**.

Secretary of State.

ARTICLES OF INCORPORATION

of

KINGABAR, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS:

That ERNEST C. HOUSEL, DENNIS J. PLUNKETT and MARCUS A. HALL, all of whom are full age citizens of the United States of America, do hereby associate ourselves together for the purpose of forming a private corporation under the laws of the State of Idaho, and we do hereby adopt the following Articles of Incorporation, to-wit:

ARTICLE I.

The name of this corporation is and shall be KINGABAR, INCORPORATED.

ARTICLE II.

The purposes for which this corporation is formed are:

To engage in the on sale dispensing of alcoholic beverages and food, operating as a bar and restaurant, and generally to purchase or otherwise acquire restaurants and taverns, and to own, hold, lease, rent or sell such business or businesses.

To rent, lease, own, operate and dispose of automobiles and other types of motor vehicles and means of transportation.

To purchase or otherwise acquire, own, use, enjoy, lease, let, demise, sell and dispose of all, and all matter of real and personal property and any and all interest therein, and to deal in all manner of contracts relating thereto.

To borrow money, to lend money and to evidence the indebtedness of the corporation by notes, bond or other instruments and to secure the same by pledge, mortgage, trust deed or such other instruments as to the corporation may seem proper.

To acquire and own and in all manner deal with stocks, bonds, and in all manner securities of other corporation, syndicates, governmental, municipal or public authorities or other legal entities, and while owning the same, to exercise all the privileges of ownership consistent with the corporate character of this corporation.

To acquire all or any part of the securities, goodwill, rights, property or assets of all kinds and to undertake or assume the whole or any part of the obligations or liabilities of any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, and to pay for the same in cash, stocks, bonds, debentures, or other securities of this or any other corporation, or otherwise in any manner permitted by law; and to conduct in any lawful manner the whole or any part of any business so acquired.

To make and perform contracts of every lawful kind with any person, firm, corporation or other legal entity, and to exercise all powers of the corporation either alone or in conjunction with others or by syndicate, joint venture or otherwise.

To conduct the business of the corporation within the State of Idaho, in other states, the District of Columbia, territories and/or colonies of the United States, and in all foreign countries; and to have one or more offices and places of business outside the State of Idaho.

To do any and all things incidental to the purposes herein expressed, and generally to have and exercise all such powers as are by law conferred upon corporations of like character and without in any particular limiting any of the objects or purposes of this corporation, the business and purposes of this corporation shall be, from time to time, to do any one or more or all of the acts and things herein set forth and all such other acts, things

and business, in any manner connected therewith, or necessary, incidental, convenient or auxiliary thereto, or calculated, directly or indirectly, to promote the interest of the corporation or enhance the value of any of its property or rights as such corporation may lawfully do; and in carrying on its business or for the purpose of attaining any of its objects, to do any and all things and exercise any and all other powers not prohibited by law and either, as or by and through principals, agents, attorneys, trustees, contractors, factors, lessors, lessees or otherwise, either alone or in conjunction with others.

The foregoing clauses shall be construed as powers as well as purposes of the corporation, and the matters expressed in each clause shall, unless herein otherwise expressly provided, be in no wise limited by any reference to or reference from the terms of any other clause, but shall be regarded as independent objects, purposes and powers and the enumeration of specific objects, purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of the corporation, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

ARTICLE III.

This corporation shall exist perpetually.

ARTICLE IV.

The number of directors of this corporation shall be three, but said number may be increased to any greater number at any time in the future in any manner which may be prescribed by the By-Laws of this corporation; every director must be the owner in his own right of at least one unpledged share of capital stock of this corporation.

ARTICLE V.

The principal place of business and the registered office of this corporation shall be at 2418 North and South Highway, Lewiston, Nez Perce County, Idaho.

ARTICLE VI.

There shall be no shares of this corporation with no par value, nor shall there be different classes of shares. Stock of this corporation shall consist of common stock of a par value of \$100.00 per share. The total authorized number of par value shares shall be 100 shares. The aggregate par value of the total authorized number of par value shares shall be \$10,000. Each share shall entitle its holder to one vote without preference. The shares of the stock of this corporation shall not be subject to assessment for any purpose whatsoever. The transfer of shares of this corporation may be restricted by stockholder's agreement, and notice of any such restriction may, upon the request of the shareholder, or of the person in whose favor such restriction exists, be endorsed upon the certificate or certificates representing the restricted shares.

ARTICLE VII.

The name and post office address of each of the incorporators and the number of shares for which each has subscribed is as follows, to-wit:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
Ernest C. Housel	615A Airway, Lewiston, Idaho	1
Marcus A. Hall	1129-12 th Ave., Lewiston, Idaho	1
Dennis J. Plunkett	1512 Elm St., Clarkston, Wash.	1

ARTICLE VIII.

If any of the provisions of these articles be found to be invalid under the laws of the State of Idaho, or of any state in which this corporation shall qualify, then as to such state the

same shall be deemed separable, and the remaining provisions hereof shall be and remain in full force and effect, in the same manner as if said invalid provision were not contained herein.

IN WITNESS WHEREOF, we have hereunto set our hands this 29th day of October, 1965.

Ernest C. Housel
ERNEST C. HOUSEL

Marcus A. Hall
MARCUS A. HALL

Dennis J. Plunkett
DENNIS J. PLUNKETT

STATE OF IDAHO)
 : ss.
County of Nez Perce)

On this 29th day of October, 1965, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared ERNEST C. HOUSEL, MARCUS A. HALL, DENNIS J. PLUNKETT, all known to me to be the persons whose names are subscribed to the within and 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.

(SEAL)

Wesley W. Clark
Notary Public in and for the State of
Idaho; residing at Lewiston therein.