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**CERTIFICATE OF INCORPORATION
OF**

SOUTH ENTERPRISES, 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: May 13, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

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SEC. OF STATE

ARTICLES OF INCORPORATION

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OF

SOUTH ENTERPRISES, INC.

We, the undersigned incorporators, being persons legally competent to enter into contracts, for the purpose of forming a corporation under the law of the State of Idaho, do hereby adopt the following Articles of Incorporation:

ARTICLE I.

NAME

The name of the corporation is: SOUTH ENTERPRISES, INC.

ARTICLE II.

TERM OF EXISTENCE

The term of duration of this corporation is perpetual.

ARTICLE III.

PURPOSE AND NATURE OF BUSINESS

The purposes of this corporation are as follows:

1. To engage in every aspect of the restaurant business, implement business, parts business, repair business and real estate business.

2. To engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Idaho, and which the corporation may determine convenient or proper in the furtherance of any of the purposes hereinabove mentioned, whether expressly set forth in this article or not.

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

ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares of stock which this corporation has authority to issue is ONE HUNDRED THOUSAND (100,000) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share. Such shares shall consist of one class of stock only.

The corporation shall be authorized to issue its common stock pursuant to such plans as it may from time to time adopt in accordance with the provisions of the Internal Revenue Code. The Board of Directors shall be authorized to adopt a written plan for

such issuance.

At such time as the Board of Directors may direct by resolution, said capital stock shall be paid into the corporation either in cash or by the sale and transfer to it of real or personal property and any other valuable right or thing for the use and purpose of the said corporation, in payment for which shares of the capital stock of the corporation will be issued. The judgment of the Board of Directors as to the value of the property purchased shall be conclusive. The corporation by the action of its shareholders, is authorized to increase, decrease or reclassify its stock, or to recall the same. In addition to its capital stock, the corporation may accept additional cash or property as paid-in surplus.

ARTICLE V.

REGISTERED AGENT/REGISTERED OFFICE

The address of the corporation's initial registered office in the State of Idaho shall be 114 10th Street, Priest River, Idaho 83856. The name of its initial registered agent at such address is DAVID C. ACKLEY.

ARTICLE VI.

INCORPORATORS

The name and post office address of each of the incorporators and the number of shares for which each subscribe are as follows:

| <u>NAME</u> | <u>ADDRESS</u> | <u>SHARES</u> |
|------------------|--|---------------|
| RAYBURN D. SOUTH | P. O. Box 1199 Priest River, ID 83856 | 500 |
| GAYLE I. SOUTH | P. O. Box 1199 Priest River, ID 83856 | 500 |

ARTICLE VII.

BOARD OF DIRECTORS

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------|--|
| RAYBURN D. SOUTH | P. O. Box 1199 Priest River, ID 83856 |
| GAYLE I. SOUTH | P. O. Box 1199 Priest River, ID 83856 |

For such time as the corporation shall have less than three (3) shareholders, it shall have the same number of directors as it has shareholders. At any such time at which the corporation has three (3) or more shareholders, it shall have not less than three (3) nor more than five (5) directors.

ARTICLE VIII.

RESTRAINT ON ALIENATION OF SHARES

The shareholders of this corporation shall have the power to include in the By-Laws, adopted by the shareholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders, as provided in Idaho Code, Section 30-1-23A. The manner and form as well as relevant terms, conditions, and details hereof, shall be determined by the shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provision shall be plainly written upon the certificate evidencing the ownership of such stock.

This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his shares. In accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

ARTICLE IX.

CORPORATE AFFAIRS

The method and manner of holding directors' meetings and stockholders' meetings, the authority and duties of each of the officers of the corporation, and all other matters for management and control of the corporation shall be determined by the By-Laws of the corporation and by the laws of the State of Idaho.

The Board of Directors may repeal and amend the By-Laws of the corporation and adopt new By-Laws.

ARTICLE X.

AMENDMENTS TO ARTICLES

These articles may be amended in any respect conformable to the laws of the State of Idaho and by a vote of the required percentage of stockholders as required by the laws of the State of Idaho in a meeting of stockholders called for that purpose as prescribed by law.

IN WITNESS WHEREOF, The incorporators have executed these Articles of Incorporation this 9th day of May, 1991.


RAYBURN D. SOUTH


GAYLE I. SOUTH

STATE OF IDAHO

County of Bonner

On this 9th day of May, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared RAYBURN D. SOUTH and GAYLE I. SOUTH, known to me to be the persons whose names are subscribed to the within 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.

Paula K. Hoepfer
NOTARY PUBLIC for Idaho
Residing At Priest River