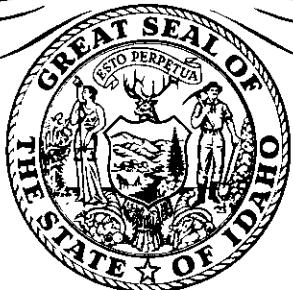


# State of Idaho



## 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

#### B & K CORPORATION

was filed in the office of the Secretary of State on the **Twenty-fourth** day of **July** A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **120** 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

**Boise**, in the County of **Ada**.

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 **24th** day of **July**,  
A.D., **1962**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

B & K CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are of full age and citizens of the United States of America, have this day voluntarily associated ourselves together and do hereby and by these Articles of Incorporation unite and associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, for the purposes hereinafter stated.

I.

The name of this corporation shall be B & K CORPORATION.

II.

The term for which this corporation shall exist shall be in perpetuity.

III.

The location of the registered office and post office address of this corporation shall be Boise, Idaho.

IV.

The objects and purposes for which this corporation is formed shall be, and are:

- A. To engage in the restaurant business and any and all business related to restaurant operation activities.
- B. To perform services of every kind and nature authorized by law for any person, firm, association or corporation.

C. To enter into, make, perform and carry out contracts of every kind and character with any person, firm, association or corporation.

D. To acquire, franchise, the good will, rights and property of any person, firm, association or corporation, to pay for the same in cash, stocks, notes or bonds of this corporation, or otherwise.

E. To purchase, own, lease, hold, improve, sell and convey real estate, and to construct, lease, and maintain thereon such buildings or improvements as shall be necessary or proper for conducting the business of this corporation, either within or without the State of Idaho; and to buy, own, lease, improve, sell or convey such other real estate as shall be acquired by this corporation in the conduct of its business.

F. To purchase, own, hold, vote, sell or hypothecate the stocks and bonds of other corporations as well as its own stock, and to take in the name of this corporation such stocks, bonds, mortgages, notes, deeds, conveyances, or other evidence of indebtedness, ownership, title or security as may be required by this corporation in the usual and ordinary transaction of its business.

G. To borrow money in the name of this corporation in such amount as the stockholders or directors may determine, and issue as evidence thereof notes, bonds, or other evidence of indebtedness of this corporation, and to secure the payment of the same, when required, by mortgage, trust deed, pledge, assignment or other conveyance of all or any portion of its property, real or personal.

H. To edit, print, or publish any papers or circulars relative to the business of the corporation.

I. It is the intention of the incorporators of the corporation that the foregoing clauses shall be construed both as objects and powers, and the foregoing enumerated specific powers of this corporation shall not be construed to limit or restrict in any manner the powers of this corporation, but this corporation shall have the power to do anything suitable, necessary, convenient or proper for the accomplishment of any of its purposes or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or the benefit of the corporation, and this to the same extent and as fully as a natural person might or could do.

V.

The business of this corporation shall be managed and conducted by a board of directors of not less than three (3), nor more than nine (9). The board of three shall be elected at the first meeting of the stockholders of the corporation, and the entire board shall be elected annually thereafter at the annual meeting of the stockholders of the corporation. The stockholders may, from time to time by action of the stockholders, increase the board from three to a maximum of nine members.

VI.

The board of directors of this corporation may meet and transact the business of this corporation either at the principal place of business of this corporation herein designated, or at such other place within or without the State of Idaho as may be designated by resolution of the board.

VII.

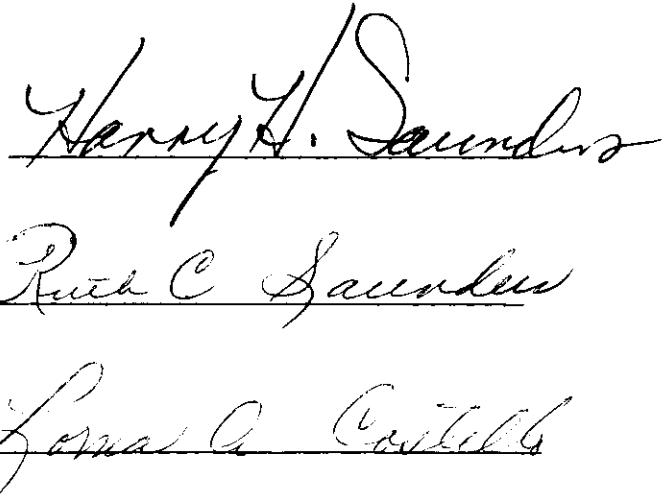
The corporation shall have a total authorized capital stock of Five Thousand Dollars (\$5,000.00), divided into 5000 shares of the par value of \$1.00 each.

VIII.

The names and post office addresses, together with the number of shares subscribed by each of the incorporators, are as follows:

NAME	ADDRESS	NO. OF SHARES	PAR VALUE
Harry H. Saunders	111 College Blvd. Boise, Idaho	1	\$1.00
Ruth C. Saunders	111 College Blvd. Boise, Idaho	1	\$1.00
Lorna A. Costello	517 Idaho Building Boise, Idaho	1	\$1.00

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 23<sup>rd</sup> day of July, 1962.

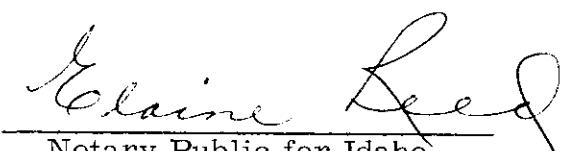


Handwritten signatures of Harry H. Saunders, Ruth C. Saunders, and Lorna A. Costello, each in cursive script, positioned above their respective names in the table.

STATE OF IDAHO )  
:ss.  
County of Ada )

On this 23<sup>rd</sup> day of July, 1962, before me, the undersigned,  
a Notary Public in and for said state, personally appeared HARRY  
H. SAUNDERS, RUTH C. SAUNDERS and LORNA A. COSTELLO,  
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.

  
\_\_\_\_\_  
Elaine Reed  
Notary Public for Idaho  
Residing at Boise, Idaho.