

# State of Idaho



## CERTIFICATE OF INCORPORATION OF

HIGH MOUNTAIN SUSHI KABAYAKI, 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 \_\_\_\_\_

HIGH MOUNTAIN SUSHI KABAYAKI, 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: **October 19, 1984**



SECRETARY OF STATE

by: \_\_\_\_\_



ARTICLES OF INCORPORATION

Oct 19 8 43 AM '84  
SECRETARY OF STATE

OF

HIGH MOUNTAIN SUSHI KABAYAKI, INC.

We, the undersigned natural persons, over the age of twenty-one years, 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 the corporation is HIGH MOUNTAIN SUSHI KABAYAKI, INC.

ARTICLE II

DURATION

The period of its duration is perpetual.

ARTICLE III

PURPOSES

The purpose or purposes for which the corporation is organized are:

A. To generally engage in the restaurant business and to do any acts, in the judgment of the officers of this corporation, deemed necessary to the conduct of said business.

B. To own, purchase, sell, lease or otherwise deal in real and personal property of any nature whatsoever, wherever located in conjunction with the operation of said business.

C. To lease, buy, sell, use, mortgage, improve and otherwise deal in all types of property, real and personal, as may be necessary or appropriate in connection with the business of the corporation, including, but not limited to, becoming a partner or joint adventurer in undertakings of all types.

D. In addition to the foregoing purposes, the corporation may also engage in any and all other lawful acts, that presently or in the future, may legally be performed by a corporation organized under the laws of the State of Idaho.

#### ARTICLE IV

##### AUTHORIZED SHARES

The aggregate number of shares which the corporation shall have authority to issue is 1,000,000 common shares, at \$0.10 par value. All shares issued by the corporation shall be fully paid, nonassessable and shall have equal rights.

#### ARTICLE V

##### RIGHT TO PURCHASE SHARES

A. The corporation shall have the right to purchase its own shares to the extent of its unreserved and unrestricted earned surplus and also to the extent of its unreserved and unrestricted capital surplus in accordance with a resolution adopted by its Board of Directors.

B. The Board of Directors of the corporation may designate such committee or committees as it determines in accordance with the law to exercise such authority as the Board of Directors shall delegate in the resolution designating such committee or committees.

#### ARTICLE VI

##### REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 123 Fir Street, P.O. Box 1370, Ketchum, Idaho, 83340, and the name of the initial registered agent at that address is Jack David Peel.

## ARTICLE VII

### PREEMPTIVE RIGHTS, CUMULATIVE VOTING

The shareholders shall have the preemptive rights to acquire additional securities of the corporation. Cumulative voting by shareholders shall be allowed at any election of directors of the corporation.

## ARTICLE VIII

### DIRECTORS

The corporation shall have a minimum of three (3) and a maximum of nine (9) directors as shall be set by the By-Laws of the corporation. Until their successors are duly elected and qualified, the original directors shall be the following:

<u>NAME</u>	<u>ADDRESS</u>
Jack David Peel	Post Office Box 1370 Ketchum, Idaho 83353
John R. Martinson	Post Office Box 503 Sun Valley, Idaho 83353
Frederick W. Bristol, Jr.	Post Office Box 2695 Ketchum, Idaho 83340
Edward R. Dale, Jr.	20815 Big Rock Malibu, California 90265

## ARTICLE IX

### INCORPORATORS

The incorporators of the corporation are the following:

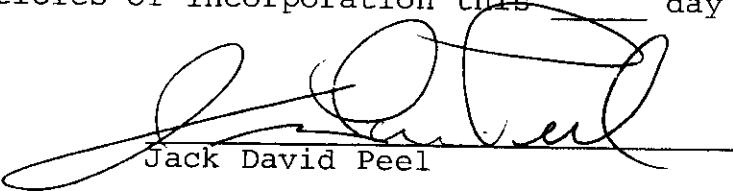
<u>NAME</u>	<u>ADDRESS</u>
Jack David Peel	Post Office Box 1370 Ketchum, Idaho 83340
John R. Martinson	Post Office Box 503 Sun Valley, Idaho 83353
Scott W. Hansen	Post Office Box 2165 Ketchum, Idaho 83340

ARTICLE X

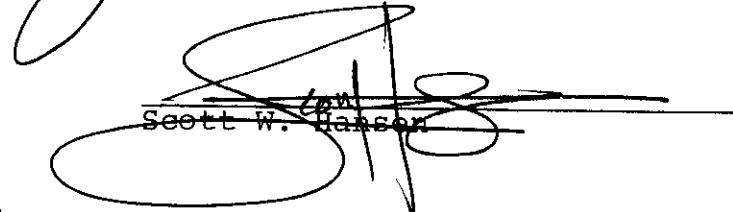
INDEMNIFICATION

As the Board of Directors may from time to time provide in the By-Laws, the corporation may indemnify its officers, directors, agents and other persons to the full extent now or hereafter permitted by the laws of the State of Idaho.

IN WITNESS WHEREOF, the above-named incorporators have executed these Articles of Incorporation this 18 day of October, 1984.

  
Jack David Peel

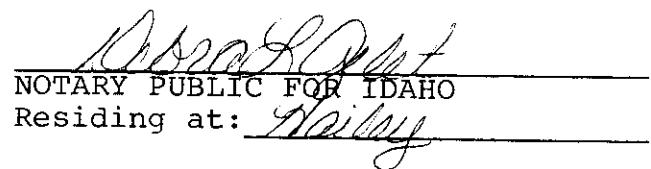
  
John R. Martinson

  
Scott W. Hansen

STATE OF IDAHO      )  
                            )  
County of Blaine      ) ss.

On this 18th day of October, in the year 1984, before me, a Notary Public in and for said County and State, personally appeared Jack David Peel, John R. Martinson, and Scott W. Hansen, known or identified 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.

  
NOTARY PUBLIC FOR IDAHO  
Residing at: Hailey