



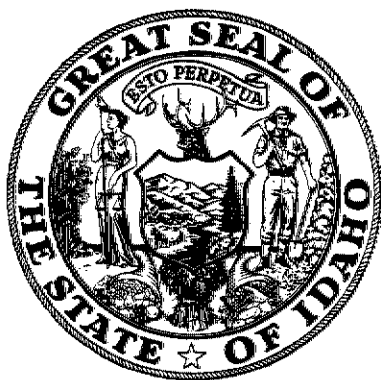
CERTIFICATE OF INCORPORATION  
OF

LA POSADA, 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: *November 10, 1986*



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Shirley A. [Signature]*

Nov 10 3 54 PM '86

SECRETARY OF STATE

Articles of Incorporation of

La Posada, Inc.

The undersigned, acting as the incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation, to-wit:

Article One

The name of the corporation is La Posada, Inc.

Article Two

The duration of this corporation is perpetual.

Article Three

The purpose for which the corporation is organized is for the operation of a Mexican restaurant and/or other related activities; and all other legal activities for which corporations may be incorporated under the Idaho Business Corporation Act.

Article Four

The aggregate number of shares which the corporation shall have the authority to issue is twenty-five thousand (25,000) shares, having a par value of One and No One-Hundredths (\$1.00) Dollar per share. Said shares shall not be issued until they are fully paid for.

Article Five

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or paying the debts of this corporation.

### Article Six

The number of directors of the corporation shall be as specified in the by-laws of the corporation, and any such number may be increased or decreased from time to time in such a manner as may be prescribed in the by-laws and in accordance with the Idaho Business Corporation Act. The number of directors constituting the initial board of directors is three (3), and the name and address of each person who is to serve as a director until the first annual meeting of shareholders, or until his successor is elected and qualified, are as follows:

- (a) John Patrick McManaman, 10340 Gallahad, Boise, Idaho, 83704;
- (b) Robert McManaman, 2196 Hillcrest Drive, Twin Falls, Idaho, 83301; and
- (c) J. Robert Tullis, 520 West Franklin Street, Boise, Idaho, 83702.

### Article Seven

The initial by-laws shall be adopted by the board of directors and shall control the internal affairs of the corporation. The power to alter, amend, or repeal the by-laws or to adopt new by-laws shall be vested in the board of directors. Such power may be exercised by a majority vote of the board of directors at any annual meeting or special meeting of the board of directors called for that purpose, or by resolution of the directors in accordance with law.

These Articles of Incorporation may be amended by a majority vote at any annual or special meeting of the shareholders, either upon consideration of a resolution for amendment adopted by the board of directors, or upon consideration of a resolution adopted by the holders of not less than fifty-one (51%) per cent of all shares entitled to vote at such a meeting.

### Article Eight

The pre-emptive rights are not to be limited except to the extent that the same are altered by an amendment to these Articles of Incorporation, according to the by-laws and Idaho law.


Article Nine

The address of the initial registered office of the corporation is 520 West Franklin Street, Boise, Idaho, and the name of the initial registered agent at such address is J. Robert Tullis.

Article Ten

The name and address of the incorporator of this corporation are as follows: John Patrick McManaman, 10340 Gallahad, Boise, Idaho, 83704.

DATED This 29 day of October, 1986.

  
\_\_\_\_\_  
JOHN PATRICK MCMANAMAN,  
Incorporator

WILLIAM R. SNYDER, P.A.

ATTORNEYS AND COUNSELORS

WILLIAM R. SNYDER  
KENT E. NELSON

520 WEST FRANKLIN STREET, UPPER LEVEL  
P.O. BOX 961  
BOISE, IDAHO 83701

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October 26, 1987

Secretary of State  
Room 203, Statehouse  
Boise, Idaho 83720

Attention: Corporations Division


RE: La Posada, Inc.

Dear Sirs:

This letter shall constitute formal notice that J. Robert Tullis resigned as the Secretary-Treasurer and as a director of La Posada, Inc., effective July 31, 1987.

Please make sure the Secretary of States' record so reflect.

Sincerely yours,

  
William R. Snyder *WRS*

WRS/sh

cc: J. Robert Tullis