

**ARTICLES OF INCORPORATION**

OF

Northwest Management Consultants, Inc.

**FILED E FECTIVE**

2004 JAN 21 PM 4:29

STATE OF IDAHO

**ARTICLE I**

The name of this corporation is Northwest Management Consultants, Inc.

**ARTICLE II**

The period of its duration is perpetual.

**ARTICLE III**

The purposes for which this corporation is organized are to engage anywhere in the restaurant management and consulting business and in any other lawful business or activity whatsoever which may be authorized at any time by the Board of Directors; and in furtherance thereof this corporation shall have all of the powers granted by law to corporations generally.

**ARTICLE IV**

The address of the registered office of the corporation is 517 Linden Ave., Rexburg, Idaho, 83440, and the name of the registered agent at such address is Bart Ward.

**ARTICLE V**

The total authorized number of no par value shares of the corporation is 10,000.

**ARTICLE VI**

The amount of paid-in capital with which the corporation will begin business is One Thousand Dollars (\$1,000.00), and the corporation will not commence business until consideration of that value has been received for issuance of its shares.

**ARTICLE VII**

Shareholders of this corporation shall not have preemptive rights to acquire additional shares issued by the corporation.

**ARTICLE VIII**

The first directors of the corporation shall be three (3) in number and their names and addresses are as follows:

NAME	ADDRESS
Bart Ward	P.O. Box 786 Rexburg, ID 83440
Dan Pluid	6777 West 10050 North Highland, UT 84003
Dan Westwood	6649 West 10350 North Highland, UT 84003

The first directors shall serve until the first annual meeting of shareholders or until their successors are elected and qualified.

#### ARTICLE IX

The name and address of the incorporator is as follows:

NAME	ADDRESS
Bart Ward	P.O. Box 786 Rexburg, ID 83440

#### ARTICLE X

(1) The directors of this corporation need not be residents of the State of Idaho nor shareholders of the corporation.

(2) Subject to the approval of the shareholders, the Board of Directors shall have authority to fix the compensation of the directors.

(3) The Board of Directors is authorized to make, alter, amend or repeal the By-laws of this corporation, subject to the power of the shareholders having voting power to alter, amend or repeal such By-laws.

#### ARTICLE XI

(1) No contracts or other transactions between the corporation and any other trust, organization or corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are trustees, directors of, officers of, such other trust, organization or corporation.

(2) Any director individually, or any trust, organization or corporation with which any director may be associated, may be a party to or may be pecuniarily or otherwise interested in, any contracts or transactions of the corporation, provided that the fact that he or such trust, organization or corporation is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof.

(3) Any director of the corporation who is also a trustee, director or officer of such other trust,

organization or corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contracts or transactions with like force and effect as if he were not such trustee, director or officer of such other trust, organization or corporation, or not so interested.

#### ARTICLE XII

The directors of this corporation shall not be personally liable to the corporation or its shareholders for monetary damages for any breach of fiduciary duty as directors provided that this article shall not limit or eliminate the liability of a director for the following:

- (a) Any breach of the director's duty of loyalty to the corporation or its shareholders;
- (b) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
- (c) Acts provided for under Idaho Code, section 30-1-48;
- (d) Any transaction from which the director derives an improper personal benefit.

#### ARTICLE XIII

The corporation reserves the right to amend, alter, change or repeal any provision of these Articles, in the manner now or hereafter prescribed by law, and all rights and power conferred herein on shareholders and directors are subject to this reserved power.

Executed in triplicate on January 21, 2004.

  
Bart Ward