



**CERTIFICATE OF INCORPORATION
OF**

WONDER YEARS LOUNGE & TAVERN, 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: June 05, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Elizabeth M. Babel

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ARTICLES OF INCORPORATION

OF

WONDER YEARS LOUNGE & TAVERN, INC.

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, the undersigned, natural persons of the age of twenty-one years or more, for the purpose of organizing a corporation pursuant to the Idaho Business Corporation Act, do hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is WONDER YEARS LOUNGE & TAVERN, INC.

ARTICLE II

EXISTENCE

The existence of the Corporation shall be perpetual unless otherwise dissolved according to law.

ARTICLE III

PURPOSES

The general nature of the business to be transacted and the purposes for which the Corporation is organized are as follows:

A. To acquire a Liquor License within the Chubbuck city limites and to operate, conduct, manage, maintain, and carry on a bar or tavern business; to permit the sublease of space within the restaurant, and generally to do and perform everything necessary for carrying out the aforesaid purposes.

B. To acquire, construct, establish, maintain, operate or sell and dispose of offices, warehouses, machinery and equipment necessary and incidental to the purposes enumerated in Paragraph A hereinabove.

C. To acquire by purchase, lease or otherwise; to hold, own, deal in, and otherwise manage and operate, to sell, transfer, rent, lease, mortgage, pledge and otherwise dispose of or encumber any and all classes of property whatsoever, whether real or personal, or any interest therein.

D. To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, script, warrants, rights, bonds, debentures, notes, trust receipts and other evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trust or persons, public or private, or by the government, and by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof, to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in the value thereof.

E. To acquire and pay for in cash, stock or bonds of this Corporation, or otherwise, and to undertake to pay or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

F. To borrow or raise monies for any of the purposes of the Corporation, and from time to time without limitation as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the Corporation, whether at the time owned or otherwise acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes.

G. To loan to any person, firm or corporation any of its funds in surplus, either with or without security.

H. To purchase, sell, hold and transfer the shares of its own capital stock; provided that it shall not use its funds or property for the purchase of its own stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital belonging to it shall not be voted upon directly or indirectly.

I. To enter into joint ventures and partnerships with individuals, associations and/or other corporations.

J. To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation.

K. To do in general, any and all things that are incidental and conducive to the attainment of any above object and purpose, and to the same extent as natural persons might do or could do, which now or hereafter may be authorized by the laws of the United States and the State of Idaho, as the Board of Directors may deem to the advantage of the Corporation.

ARTICLE IV

AUTHORIZED CAPITAL AND AGGREGATE SHARES

The aggregate number of shares which the Corporation shall have the authority to issue is Fifty Thousand (50,000) shares of the par value of One Dollar (\$1.00) each.

The stock of this Corporation is one class known as common stock, and with reference thereto, it is further agreed that:

A. Non-Assessability:

The fully paid stock of this Corporation shall be non-assessable.

B. Cumulative Voting:

At all elections of directors of the Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for this provision) he would then be entitled to cast for the election of directors with respect to his shares multiplied by the number of directors upon whose election he is then entitled to vote, and he may cast all of such

votes for a single candidate or may distribute them among some or all of the candidates, as he may see fit.

C. Stock Dividends:

Subject to limitations of applicable law, declared dividends may be paid wholly or in part in shares of the Corporation out of any treasury shares of the Corporation.

D. Pre-Emptive Rights:

Shareholders shall not have pre-emptive rights to acquire additional shares issued by the Corporation except that after the Corporation's initial issue of shares, it may not issue any additional shares (including treasury shares), instruments convertible into its shares or options to acquire its shares without first making a written offer to the initial shareholders of the Corporation to purchase the securities proposed to be issued in the proportions in which they then hold the Corporation's initially issued shares. If any shareholder fails to purchase any of the securities offered to him under the preceding sentence within sixty (60) days of the offer, the Corporation may, in its discretion, offer all or any of the unpurchased securities to others, including other shareholders, but not at a price and terms more favorable than those offered to the nonpurchasing shareholders under the preceding sentence. The foregoing pre-emptive rights do not apply to securities issued by the Corporation to satisfy any option or conversion rights granted by the Corporation in accordance with the foregoing.

ARTICLE V

REQUIREMENT BEFORE COMMENCING BUSINESS

The Corporation will not commence business until consideration of the value of at least One Thousand Dollars (\$1,000.00) has been received for the issuance of shares.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The post office address of the Corporation's initial registered office is:

4105 Yellowstone Avenue
Chubbuck, Idaho 83202

and the initial registered agent of the Corporation at that address is: GERALD W. MOSBRUCKER.

ARTICLE VII

BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed and its corporate powers shall be exercised by the Board of Directors, consisting of not less than one (1) nor more than nine (9) members whose qualifications, terms of office and duties shall be prescribed by the By-laws of the Corporation.

ARTICLE VIII

INCORPORATORS AND FIRST BOARD OF DIRECTORS

The names and addresses of the persons who are to severally serve as directors until the first annual meeting of shareholders

ers, or until their successors are duly elected and qualified,
are:

Gerald W. Mosbrucker
1222 North Grant
Pocatello, Idaho 83204

The incorporators of the Corporation and their addresses are
as follows:

Gerald W. Mosbrucker
1222 North Grant
Pocatello, Idaho 83204

ARTICLE IX

OFFICERS

The officers of this Corporation shall consist of a President, one or more Vice-Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors at such time, in such manner and for such terms as may be prescribed by law and by any Bylaws. Any two or more offices may be held by the same person, except the offices of President and Secretary shall not be held by the same person.

ARTICLE X

BYLAWS

The Board of Directors may adopt, amend and repeal at will such Bylaws as are not inconsistent with law, these Articles of Incorporation, corporate rights and vested privileges and the Idaho Business Corporation Act.

ARTICLE XI

OFFICERS' AND DIRECTORS' INTEREST IN TRANSACTIONS

Unless otherwise prohibited by law, in the absence of fraud, no contract or other transaction between this Corporation and any other corporation or any partnership or association shall be affected or invalidated by the fact that any director or officer of this Corporation is pecuniarily or otherwise interested in or is a director, member or officer of such other corporation or of such firm, association or partnership or is a party to or is pecuniarily or otherwise interested therein; any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation for the purpose of authorizing any such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other corporation, firm, association or partnership.

ARTICLE XIII

INVALIDATION

Any Article, subparagraph or any part thereof of these Articles of Incorporation or amendments thereto that may be at any time declared and adjudged by any court of competent jurisdiction to be in violation of any provision of law, shall not invalidate any of these Articles, amendments thereto, subparagraphs thereof or a part thereof, not so declared and adjudged to be invalid.

ARTICLE XIII

AMENDMENTS

These Articles of Incorporation may be amended from time to time in any and as many respects as may be prescribed and desired in accordance with the provisions of the Idaho Business Corporation Act and laws amendatory thereto, by a majority vote of the Board of Directors and the vote or written assent of a majority of its voting capital stock entitled to vote, except that no amendment shall be made to Article VII and Article XIII of these Articles of Incorporation without the written assent or affirmative vote of 67% of the issued and outstanding shares of capital stock. Amendments may be considered and voted on at any special meeting of shareholders called for that purpose or at the annual meeting of the shareholders when the notice thereof includes amending these Articles of Incorporation as part of the business of said annual meeting.

ARTICLE XIV

NON-LIABILITY OF SUBSCRIBER AND SHAREHOLDER

The private property of the shareholders and subscribers to shares shall not be liable or subject to the debts or obligations of the Corporation or its creditors and such holder of or subscriber to shares of the Corporation shall likewise be under no obligation to said Corporation or its creditors.

ARTICLE XV

INDEMNITY OF OFFICERS AND DIRECTORS

The Corporation shall indemnify any and all of its officers or directors or former officers or directors or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the Corporation, or of such other corporation, except in relation to matters as to which any director or officer or former officer or director or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any or all other rights to which those indemnified may be entitled, under any By-laws, agreement, vote of subscribers or otherwise.

DATED this 3 day of ^{June}~~April~~, 1991.

Gerald W. Mosbrucker
GERALD W. MOSBRUCKER

The undersigned hereby agrees to act as the Registered Agent for the above Corporation.

Gerald W. Mosbrucker
GERALD W. MOSBRUCKER

STATE OF IDAHO)
 : ss.
COUNTY OF BANNOCK)

I, Thomas W. Clark, a Notary Public, hereby certify that on the 30th day of April, 1991, personally appeared before me GERALD W. MOSBRUCKER, who being by me first duly sworn, declared that he is the person who signed the foregoing instrument as incorporator and agent and that the statements contained therein are true.

Thomas W. Clark
NOTARY PUBLIC
Residing at: Peacerville, ID

My Commission Expires:

4/1/93

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