



**CERTIFICATE OF INCORPORATION
OF**

BUD'S DRIVE INN, 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: July 15, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Elizabeth M. Zabala

RECEIVED
ARTICLES OF INCORPORATION OF STATE
OF
BUD'S DRIVE INN, INC.
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The undersigned, all full-aged citizens of the United States of America, desiring and intending to form a corporation under the laws of the State of Idaho, do hereby certify:

- I. The name of the corporation shall be BUD'S DRIVE INN, INC.
- II. The duration of the corporation shall be perpetual.
- III. The purposes for which the corporation is organized are:
 - A. To engage in the preparation and sale of food and beverages (the restaurant business), and in that connection to enter into and perform contracts of all sorts related to restaurants, including employment contracts.
 - B. To buy, sell, deal in, lease, hold, or improve real estate and/or personal property; and with that end in view to acquire by purchase, lease, hire, or otherwise lands, tenements, equipment, hereditaments, or any interest therein, to improve the property of the company; and to sell, lease, mortgage, pledge, or otherwise dispose of the lands, tenements, equipment and hereditaments or other property of the company.
 - C. To construct, erect, equip, repair, maintain, furnish, and improve buildings belonging to the company; to enter into contracts and arrangements of all kinds with builders, contractors, decorators, and dealers of all kinds for building materials or requisites.
 - D. To borrow or lend money; to purchase and sell for others personal property, stocks, bonds, and notes; to negotiate loans for others; to act as trustee in deeds of trust or mortgages on real or personal property; to act as agent for renting houses and lands and collecting rents and tax payments; and to act for others in the sale and management of real estate.
 - E. In general, to do any business which a natural person may lawfully do in the state of Idaho.
- IV. The total authorized stock of the corporation shall be 600,000 shares, \$1.00 par value, common stock.
- V. Subject to the power of stockholders to amend, alter, or repeal, the Board of Directors of this corporation shall have power to enact such Bylaws as they deem necessary and convenient, defining the powers and duties of the

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officers of the corporation, and providing for such other matters in relation to its affairs as necessary, provided the same are not out of harmony with the laws of the State of Idaho or these Articles of Incorporation.

VI. The name and address of the initial registered agent is:

Joan R. Lewis
Route 3 Box 47
St. Maries, ID 83861

VII. The initial Board of Directors shall consist of not less than three persons, whose names and addresses are:

Joan R. Lewis	Diane Vandall	Michael Lewis
Route 3 Box 47	10750 N. Oak St.	4387 McGrew Circle
St. Maries, ID 83861	Hayden, ID 83835	Colorado Springs, CO 80911

and who shall serve as directors until the first annual meeting of shareholders, or until they or their successors are elected.

VIII. The name and address of each incorporator is:

Joan R. Lewis	Diane Vandall	Michael Lewis
Route 3 Box 47	10750 N. Oak St.	4387 McGrew Circle
St. Maries, ID 83861	Hayden, ID 83835	Colorado Springs, CO 80911

Dated this 1st day of July, 1991.

Joan R. Lewis
Joan R. Lewis

Diane Vandall
Diane Vandall

Michael J. Lewis
Michael Lewis