



CERTIFICATE OF INCORPORATION
OF

CROSS KEYS, 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 10, 1989**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabela*

ARTICLES OF INCORPORATION
OF

RECEIVED
SEC. OF STATE

CROSS KEYS, INCORPORATED

89 JUL 10 AM 8 38

The undersigned, all full-aged citizens of the State of Idaho and the United States of America, and residents of the State of Idaho, desiring and intending to form a corporation under the laws of the State of Idaho, do hereby certify:

A. The name of the corporation shall be Cross Keys, Incorporated.

B. The duration of the corporation shall be perpetual.

C. The purposes for which the corporation is organized are:

1. To engage in the business of the preparation and sale of food and drink (the restaurant business), and in that connection to enter into and perform contracts of all sorts related to restaurants, including employment contracts.
2. To buy, sell, deal in, lease, hold, or improve real estate, and with that end in view, to acquire by purchase, lease, hire, or otherwise, lands, tenements, hereditaments, or any interest therein, and to improve the property of the company; to sell, lease, mortgage, pledge, or otherwise dispose of the lands, tenements, and hereditaments or other property of the company; to construct, erect, equip, repair, maintain, furnish, and improve buildings belonging to the company; to enter into contracts and arrangements with builders, contractors, decorators, and dealers of all kinds for building materials or requisites.
3. 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 the collection of rents and the payment of taxes; and to act for others in the sale and management of real estate.
4. In general, to do any business which a natural person may lawfully do in the State of Idaho.

D. The total authorized stock of the corporation shall be 10,000 shares, \$1.00 par value, Common Stock.

Cross Keys

~~Sun-Dur~~, Inc.

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E. Subject to the power of stockholders to amend, alter, or repeal, the Board of Directors of this corporation shall have the power to enact such Bylaws as they deem necessary and convenient, defining the powers and duties of the 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.

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

Terry Doupe
HCO #1 Box 180
Desmet, ID 83824

G. The initial Board of Directors shall consist of:

Terry Doupe
HCO #1 Box 180
Desmet, ID 83824

Erline Doupe
HCO #1 Box 180
Desmet, ID 83824

Leroy ~~Sunblad~~ Sundblad
HCO #1
Desmet, ID 83824

Barbara ~~Sunblad~~ Sundblad
HCO #1
Desmet, ID 83824

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

H. The name and address of each incorporator is:

Terry Doupe
HCO #1 Box 180
Desmet, ID 83824

Erline Doupe
HCO #1 Box 180
Desmet, ID 83824

Leroy ~~Sunblad~~ Sundblad
HCO #1
Desmet, ID 83824

Barbara ~~Sunblad~~ Sundblad
HCO #1
Desmet, ID 83824

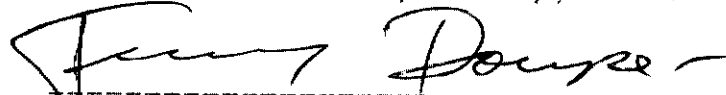
CROSS KEYS

~~800-406~~, Inc.

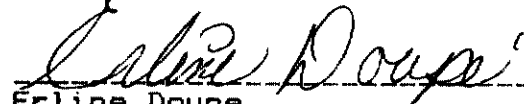
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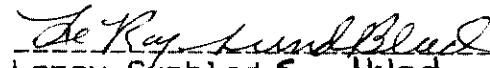
Dated this 12th day of May, 1989.



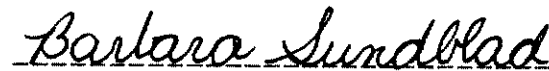
Terry Doupe



Erline Doupe



Leroy Sundblad Sundblad



Barbara Sundblad Sundblad