

FILED EFFECTIVE

2017 FEB 13 AM 10:00

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

VARSITY DINER, INC.

An Idaho Corporation

Larry Swanger, the undersigned, to form a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

I.

The name of the corporation is Varsity Diner, Inc.

II.

The period of its duration is perpetual.

III.

The purpose or purposes for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, Title 30, Chapter 29, Idaho Code.

IV.

The aggregate number of shares, which the corporation shall have the authority to issue is 1,000,000 shares, with a \$1.00 (one dollar) par value.

V.

The address of the initial registered office of the corporation and registered agent at such address is:

Registered Agent

Edwin L. Litteneker

Address

322 Main Street
Lewiston, Idaho 83501

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VI.

The name and post office address of the incorporator hereof and of the persons who shall serve as initial directors until the first annual meeting of the shareholders are:

<u>Incorporator</u>	<u>Address</u>
Larry Swanger	P.O. Box 730 Troy, Idaho 83871

<u>Board of Directors</u>	<u>Address</u>
Larry Swanger	P.O. Box 730 Troy, Idaho 83871

VII.

The stock of the corporation shall be non-assessable common stock.

VIII.

A director shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that a director shall be liable for the following:

- i) For any breach of the director's duty of loyalty to the corporation or to its stockholders.
- ii) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- iii) For acts or omissions which involve director liability as provided in Idaho Code Section 30-29-831:

IX.

A director shall not be liable to the corporation or its shareholders for money damages for any action taken or the failure to take any action as a director, except liability for:

- (i) The amount of a financial benefit received by a director to which he is not entitled;
- (ii) An intentional infliction of harm on the corporation or the shareholders;
- (iii) A violation of section 30-29-833, Idaho Code; or
- (iv) An intentional violation of criminal law; and

The Corporation shall indemnify a director for liability as defined in I.C. § 30-29-850(5), Idaho Code to any person for any action taken or not taken as a director except:

- DATED on this 3 day of February, 2017.

STATE OF IDAHO)
) ss.
County of Nez Perce)

On this the 3 day of February, in the year 2017, before me a Notary Public, personally appeared **Larry Swanger**, personally known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

