

**FILED**

**JUN 8 2 37 PM '99**

**SECRETARY OF STATE  
STATE OF IDAHO**

**ARTICLES OF INCORPORATION**

**OF**

**SMOKY DAVIS DELI, INC.**

**NOKW ALL MEN BY THESE PRESENTS:**

That we, the undersigned, being of full age and citizens of the United States, do this day voluntarily form a corporation under the provisions of the Idaho Business Corporation Act, and we certify in writing:

**1. NAME**

The name of the corporation shall be SMOKY DAVIS DELI, INC.

**2. PURPOSE AND POWERS**

The purposes for which this corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act and to possess and exercise all the powers and privileges granted by the Idaho Business Corporation Act or any lawful powers and privileges incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the corporation.

**3. DURATION**

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

**4. REGISTERED OFFICE**

The registered office of the corporation in the state of Idaho shall be located at 3914 West State Street, Boise, Idaho 83703. The post office address of the registered office of the corporation in the State of Idaho, County of Ada, shall be 3914 West State Street, Boise, Idaho 83703. Gary L. Davis shall be the registered agent at the address set forth above.

**5. CORPORATE STOCK**

The aggregate number of common shares which the corporation shall have authority to issue is 100,000 all of which shall have a par value of \$ 1.00.

IDAHO SECRETARY OF STATE

**06/08/1999 09:00**  
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## 6. INCORPORATOR

Following is the name and post office address of the incorporator:

NAME OF INCORPORATOR

POST OFFICE ADDRESS

Gary L. Davis

2030 West Fairview Avenue  
Meridian, Idaho 83642

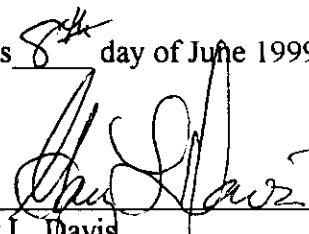
## 7. MANAGEMENT

The business of the corporation shall be managed by a board of at least 3 directors, except that if all of the shares of the corporation are owned beneficially and of record by either 1 or 2 stockholders, the number of directors may be less than 3 but not less than the number of stockholders. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified. The incorporator listed in Article VI above shall serve as director until the first annual meeting of shareholders or until their successors are elected and qualified.

## 8. BYLAWS

The initial Bylaws of the corporation shall be adopted by its board of directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors.


IN WITNESS WHEREOF, I have set my hand this 8<sup>th</sup> day of June 1999.

  
\_\_\_\_\_  
Gary L. Davis

STATE OF IDAHO    )  
                              )ss.  
County of Ada        )

On this 8<sup>th</sup> day of June 1999, before me, the undersigned, a notary public in and for the county and state, personally appeared Gary L. Davis, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, the same day and year in this certificate first above written.

  
Notary Public for Idaho  
Residing at: Baise  
My Commission Expires: 7-15-01

