



**Department of State.**

**CERTIFICATE OF AMENDMENT  
OF**

**RAPON INVESTMENTS, INC.**

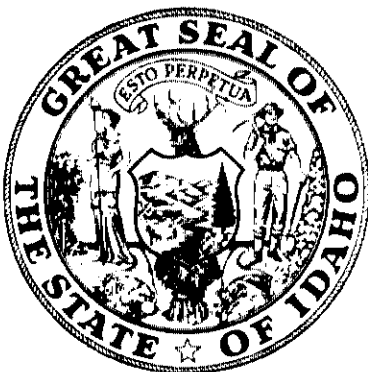
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that  
duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

**SANDPIPER RESTAURANTS, INC.**

duly signed and verified 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  
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles  
of Amendment.

Dated May 1, 19 85



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

AMENDED AND RESTATED ARTICLES OF INCORPORATION 31  
OF  
RAPON INVESTMENTS, INC. 85 MAY

\*\*\*\*\*

SEC

STATE

THE UNDERSIGNED, pursuant to resolution dated April 29<sup>th</sup>, 1985, by the Board of Directors and Stockholders of this Corporation, do hereby amend and restate the Articles of Incorporation of this Corporation, in their entirety, pursuant to Sections 30-1-61 and 30-1-64 of the Idaho Business Corporation Act, as follows:

FIRST: The name of the corporation is RAPON INVESTMENTS, INC.

SECOND: The Articles of Incorporation were amended and restated in their entirety by resolution of the Stockholders and Board of Directors of the corporation on April 26, 1985, in the manner prescribed by the Idaho Business Corporation Act, as set forth in the following Articles FIRST through TENTH:

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FIRST

The name of the corporation is SANDPIPER RESTAURANTS, INC.

SECOND

The period of its duration is perpetual.

THIRD

The purpose for which the corporation is organized is the transaction of any or all lawful business for which the corporation may be incorporated under the Idaho Business Corporation Act.

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is 100,000, with a par value of \$.05 per share.

FIFTH

Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible unto such shares or carrying a right to subscribe to or acquire shares, except as provided in the Idaho Business Corporation Act.

#### SIXTH

Additional provisions for the regulation of the internal affairs of the corporation are: None.

#### SEVENTH

The location of the initial registered office of the corporation is 1100 West Jefferson, Boise, Idaho 83702, and the name of its initial registered agent is Michael P. Ostling.

#### EIGHTH

The number of directors constituting the initial Board of Directors is one, and the names and addresses of the persons who are to serve until the first annual meeting of the shareholders and until their successors are elected and qualified are:

Name:

Michael P. Ostling

Address:

1100 West Jefferson  
Boise, ID 83702

#### NINTH

The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the Corporation and to adopt new Bylaws, subject to repeal or change by a majority vote of the Stockholders.

#### TENTH

These Amended and Restated Articles of Incorporation are intended to amend the original Articles of Incorporation in their entirety, and supersede the original Articles of Incorporation and all amendments thereto.

\* \* \* \* \*

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 23,732.5 shares, and the number of shares entitled to vote thereon was 23,732.5 shares.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>Class:</u>	<u>Number of Shares</u>
Common	23,732.5

FIFTH: The number of shares voted for such amendment and restatement was 23,732.5; there were no shares voted against such amendment and restatement.

DATED this 29<sup>th</sup> day of April, 1985.

RAPON INVESTMENTS, INC.

By

Michael Ostling  
President

ATTEST:

Wayne S. Frith  
Secretary

STATE OF IDAHO )  
ss.  
County of Ada )

I, Jim Duckerson, a Notary Public, do hereby certify that on the 29 day of April, 1985, personally appeared before me MICHAEL P. OSTLING, who, being by me first duly sworn, declared that he is the President of RAPON INVESTMENTS, INC., that he signed the foregoing document as President of said corporation, and that the statements contained therein are true.

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

Jim Duckerson  
NOTARY PUBLIC, State of Idaho  
Residing at Boise, Idaho