

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

THE CEDARS STEAK & LOBSTER, INC.

was filed in the office of the Secretary of State on the **Twenty-fourth** day
of **June** A.D. One Thousand Nine Hundred **Sixty-five** and
will be
/duly recorded on Film No. **77777-microfilm** of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for
perpetual existence from the date hereof, with its registered office in this State located at

Coeur d'Alene, in the County of **Kootenai.**

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this **24th** day of **June**,
A.D., 19 **65**.

ARNOLD WILLIAMS
Secretary of State

By Deputy Secretary of State.

ARTICLES OF INCORPORATION

OF

THE CEDARS STEAK & LOBSTER, INC.

* * * * *

WE, ROBERT J. LE COUNT, HOWARD TOLY, SANDRA R. LE COUNT, and MARY KAY TOLY whose names are hereunto subscribed, being citizens of the United States, do hereby associates ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho for the formation of corporations, signing these Articles of Incorporation in triplicate:

ARTICLE I.

The name of the corporation hereinafter called the corporation, shall be THE CEDARS STEAK & LOBSTER, INC.

ARTICLE II.

The purposes for which it is to be formed are:

(1) To engage in the retail restaurant and cocktail lounge business and to do and perform every act incidental or necessary thereto.

(2) Directly or through ownership of stock in a corporation, to purchase or otherwise acquire, hold, manufacture, sell, exchange, mortgage, pledge, hypothecate, deal in, and dispose of commodities, building materials, and other personal and real property of every kind and any interest therein.

(3) To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of stocks, bonds, notes, debentures, or other evidences of indebtedness and obligations and securities of any corporation, company, association, partnership, syndicate, entity, or person, domestic or foreign, or of any domestic or foreign state, government, or governmental authority or any political or administrative sub-division or department thereof, and

certificates or receipts of any kind evidencing or representing any interest in any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, or securities; to issue its own shares of stocks, bonds, notes, debentures, or other evidences of indebtedness and obligations and securities for the acquisition of any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts purchased or acquired by it; and, while the owner or holder of any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts, to exercise all the rights of ownership in respect thereof; and to the extent now or hereafter permitted by law, to aid by loan subsidy, guaranty, or otherwise, those issuing, creating, or responsible for any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts.

(4) To purchase or otherwise acquire, hold, exchange, pledge, hypothecate, sell, deal in, and dispose of mortgages covering any kind of property, tax liens, and transfers of tax liens on real estate.

(5) To borrow or raise monies for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute issue, and grant promissory notes, drafts, bills of exchange, warrants, options, bonds, debentures, and other negotiable or non-negotiable instruments, evidences of indebtedness and agreements; to secure the payment thereof by mortgage upon, or pledge, conveyance, or assignment in trust thereof, the whole or any part of the assets of the corporation, whether at the time owned or thereafter acquired; and to sell, pledge, and/or otherwise dispose of such securities or other obligations of the corporation for its corporate purposes.

(6) To purchase or otherwise acquire, undertake, carry on, improve or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of this certificate, and to hold, utilize and in any manner dispose of the rights and property so acquired.

(7) To make guaranty respecting dividends, stocks, certificates, indebtedness, interest, contracts, or other obligations so far as the same may be permitted to be done by corporations organized under the Uniform Business Corporation Act of the State of Idaho.

(8) To enter into any lawful arrangements from sharing profits, union of interest, reciprocal concession, or cooperation with any corporation, association, partnership, syndicate, entity, person, or governmental, municipal, or public authority, domestic or foreign, in the carrying on of any business which the corporation is authorized to carry on or any business or transaction deemed necessary, convenient, or incidental to carrying out of any of the purposes of the corporation.

(9) To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative sub-division, or department thereof, and to perform and to carry out, assign, cancel, or rescind any such contracts.

(10) To exercise all or any of the corporate powers and to carry out all or any of the purposes, enumerated herein, or otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporation, and to perform any service under

contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement, to develop, improve, stabilize, strengthen, or extend the property and commercial interests thereof, and to aid, assist, or participate in any lawful enterprises in connection therewith and to render any other service or assistance insofar as it lawfully may under the Uniform Business Corporation Act of the State of Idaho.

(11) To exercise all or any of its corporate powers and rights in the State of Idaho, other states, the District of Columbia, and territories, possessions, or dependencies of the United States, and in foreign countries, but only in the manner and to the extent permitted by the respective laws thereof, and to establish and maintain offices and agencies, within and any whereoutside of the State of Idaho.

(12) To do everything necessary, proper, advisable or convenient forthe accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or associated with others, and incidental or pertaining to, or growingout of, or connected with, its business or powers, provided the same be not inconsistent with the laws of the State of Idaho.

(13) Nothing herein contained shall be deemed or construed as authorizing or permitting or purporting to authorize or permit the corporation to carry on any business, exercise any power, or do any act which the corporation may not, under the Uniform Business Corporation Act of the State of Idaho, lawfully carry on, exercise, or do.

(14) The purposes and powers specified in the clauses contained in this Article are to be construed both as purposes and powers and shall, except when otherwise expressed in this article, be in no way limited to or restricted by reference to or inference from the terms of any other clause of this, or of any other Article of this instrument

but each of the purposes and powers specified in this Article shall be regarded as independent purposes and powers; and the specification herein contained of particular powers is not intended to be, and shall not be held to be in limitation of the general powers wherein contained or in limitation of the powers granted to corporations under the laws of the State of Idaho, but is intended to be, and shall be held to be in furtherance thereof.

ARTICLE III.

The amount of the capital stock shall be \$50,000.00 to consist of 50,000 shares of common stock at the par value of \$1.00 each.

ARTICLE IV.

The duration of the corporation shall be perpetual.

ARTICLE V.

The number of directors of the corporation shall be not less than four nor more than ten. Directors need not be stockholders.

ARTICLE VI.

The names and addresses of the directors, until the first annual meeting of stockholders, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Robert J. LeCount	North 6122 "G" Street, Spokane, Washington
Sandra R. LeCount	North 6122 G Street, Spokane, Washington
Howard F. Toly	North 11814 Hemlock, Spokane, Washington
Mary Kay Toly	North 11814 Hemlock, Spokane, Washington

ARTICLE VII.

The names and post offices addresses of each subscriber of these Articles of Incorporation and the number of shares of stock which each agrees to take are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>Common stock</u>
Robert J. LeCount	North 6122 "G" Street Spokane, Washington	3,499
Sandra R. LeCount	North 6122 "G" Street Spokane, Washington	1
Howard F. Holy	North 11814 Hemlock Spokane, Washington	3,499
Mary Kay Toly	North 11812 Hemlock Spokane, Washington	1

ARTICLE VIII.

The amount of paid-in capital with which the corporation shall begin business is the sum of \$500.00.

ARTICLE IX.

All the subscribers of these Articles of Incorporation are of full age and citizens of the United States of America.

ARTICLE X.

(1) At all elections of directors of the corporation, each common stockholder shall be entitled to as many votes as shall equal the number of votes which (except for this provision) he would be entitled to cast for the election of officers with respect to his shares of stock, multiplied by the number of directors to be elected, and he may cast all such votes for a single director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

(2) The holders of record of a majority of the issued and outstanding common shares of the corporation, present in person or represented by proxy, who are entitled to vote at stockholders' meetings, shall constitute a quorum at all meetings of stockholders.

(3) The board of directors shall have power to fix the amount of the surplus or net profits of the corporation to be reserved as working capital or for any other purpose, and to determine whether any of the surplus or net profits arising from its business shall be declared in dividends and paid to the stockholders.

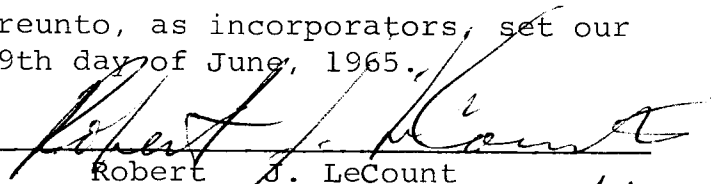
(4) Except as otherwise expressly provided by law, the board of directors shall have power to sell, hypothecate, mortgage, and pledge all or any part of the corporate assets or property.

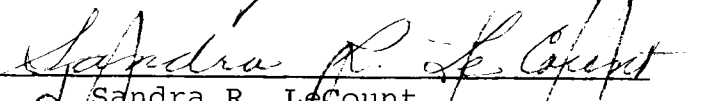
(5) No contract or other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that any director of this corporation is interested in, or is a director or officer of, such other corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is interested; and no contract, act, or transaction this corporation with any person, firm, or corporation, shall be affected or invalidated by the fact that any director of this corporation is a party to, or interested in such person, firm, or corporation, and each person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, corporation, or association in which he may be in any way interested.

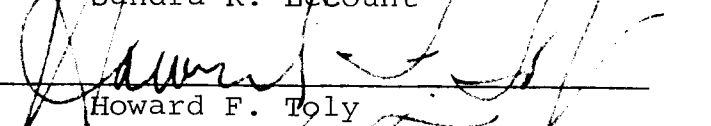
ARTICLE XI.

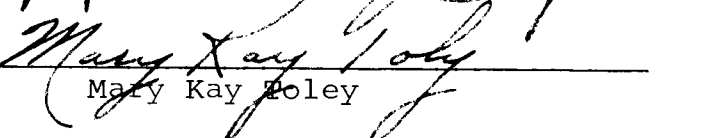
The office of the corporation shall be located at Blackwell Island, Coeur d'Alene, Idaho, and this shall be the principal place of business of the corporation and the Secretary of State, Boise, Idaho shall be forthwith notified of any change in same.

IN WITNESS WHEREOF, we have hereunto, as incorporators, set our hands and seals in triplicate this 9th day of June, 1965.


Robert J. LeCount


Sandra R. LeCount



Howard F. Toly


Mary Kay Toly

STATE OF WASHINGTON)
) ss.
County of Spokane)

On this 9th day of June, 1965, 1965, before me, the undersigned, a Notary Public in and for the State of Washington, County of Spokane, personally appeared ROBERT J. LE COUNT, SANDRA R. LE COUNT, HOWARD F. TOLY, and MARY KAY TOLY known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9th day of June, 1965.


Notary Public in and for the State
of Washington residing at Spokane.