



**Department of State**

**CERTIFICATE OF INCORPORATION  
OF**

WORLEY NUGGET, 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: October 22, 1990



*Pete T. Cenarrusa*  
\_\_\_\_\_  
SECRETARY OF STATE

by: *Elizabeth M. Spauld*  
\_\_\_\_\_

ARTICLES OF INCORPORATION RECEIVED  
SEC. OF STATE

OF

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WORLEY NUGGET, INC.

KNOW ALL MEN BY THESE PRESENTS: That PETER J. GRABICKI, desiring to form a corporation under the laws of the State of Idaho for the uses and purposes hereinafter set forth, does hereby make, subscribe and deliver duplicate originals of the following Articles of Incorporation.

ARTICLE I

The name of this Corporation shall be WORLEY NUGGET, INC.

ARTICLE II

The duration of this Corporation shall be perpetual.

ARTICLE III

The nature of the business and the purpose for which this Corporation is formed are as follows:

- (1) To manage food and/or beverage establishments.
- (2) To carry on any lawful business whatsoever which the Director of this Corporation may deem proper or appropriate in furtherance of the foregoing purpose or otherwise or which may be calculated directly or indirectly to promote the interests of this Corporation or to enhance the value of its property or business.
- (3) To have and to exercise all of the powers conferred by the laws of the State of Idaho upon corporations formed under the laws pursuant to and under which this Corporation is formed as such laws are now in effect or as they may at any time hereafter be amended.

ARTICLE IV

The registered office of this Corporation shall be located at 204 East Superior Street, Riverside Building, Suite 3, Sandpoint, Idaho 83864. The initial registered agent shall be Peter J. Grabicki at that address.

#### ARTICLE V

The authorized capital of this Corporation shall be FIFTY THOUSAND DOLLARS (\$50,000.00), consisting of 50,000 shares of One Dollar (\$1.00) par value common voting stock of one class.

#### ARTICLE VI

This Corporation shall be managed by a Board of Directors consisting of not less than one (1) nor more than seven (7) directors. The following named persons shall serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified.

Betty L. R. Corkery	P.O. Box 797
	Spirit Lake, ID 83869

#### ARTICLE VII

The name and address of the incorporator of this Corporation is as follows:

Peter J. Grabicki	204 East Superior Street
	Riverside Building - Suite 3
	Sandpoint, ID 83864

#### ARTICLE VIII

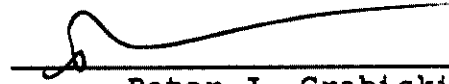
The authority to make Bylaws for the Corporation is hereby vested in the Board of Directors of this Corporation, subject to the power of the shareholders to change or repeal such Bylaws. The Board of Directors shall not make or alter any Bylaws fixing their compensation, qualification, classification or term in office.

#### ARTICLE IX

In accordance with and as permitted by the laws of the State of Idaho, the Corporation hereby eliminates all personal liability of a director to the Corporation or its shareholders for monetary damages for conduct as a director; PROVIDED that this provision shall not eliminate the liability of a director for breach of the director's duty of loyalty to the Corporation or its stockholders, for acts or omissions not in good faith, or which involve intentional misconduct by a director or a knowing violation of law by a director, for conduct violating Section 30-1-48, Idaho Code, or

for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. The limitation of liability herein set forth shall be in addition to any limitation or indemnity to which a director is or may be entitled under the Corporation's Bylaws, by contract, or otherwise.

IN WITNESS WHEREOF, I have hereunto set my hand this 18  
day of October, 1990.

  
Peter J. Grabicki

CONSENT TO SERVE AS REGISTERED AGENT

I, Peter J. Grabicki, hereby consent to serve as Registered Agent, in the State of Idaho, for WORLEY NUGGET, INC. I understand that as agent for the Corporation, it will be my responsibility to receive service of process in the name of the Corporation; to forward all mail to the Corporation; and to immediately notify the Office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the Corporation for which I am agent.

  
Peter J. Grabicki

Address:

204 East Superior Street  
Riverside Building - Suite 3  
Sandpoint, ID 83864  
(208) 263-2052

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