



## Department of State.

### CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP

~~XXXXXXXXXXXXXXXXXXXX~~

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

BOONVILLE RESTAURANT SUPPLY, INC.

was filed in the office of the Secretary of State on the Fifteenth day  
of September A.D. One Thousand Nine Hundred Sixty-six and

~~will be~~ -----microfilm  
duly recorded on Film No. \_\_\_\_\_ 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  
Idaho Falls, in the County of Boonville.

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 15th day of September,  
A.D., 1966.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
BONNEVILLE RESTAURANT SUPPLY, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, JAMES WALP, KENNETH WHIPPLE and R. H. COPPLE, each being a natural person of full age, citizens of the State of Idaho and the United States of America, do hereby voluntarily associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and for that purpose we do hereby certify, declare and adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation is, and shall be,  
"BONNEVILLE RESTAURANT SUPPLY, INC."

ARTICLE II

The period of existence and duration of the life of this corporation shall be perpetual.

ARTICLE III

The location and address of the registered office ✓  
of this corporation shall be 204 E Street,  
Idaho Falls, Bonneville County, Idaho, until the directors designate a different registered office and post office address.

#### ARTICLE IV

The purposes for which this corporation is formed are:

- (a) To conduct and carry on the business of a restaurant, cafeteria, banquet rooms, catering service, and any business ordinarily connected with the operation of a restaurant, including the operation of a bar or cocktail lounge, and the holding of any license required by any public authority for the operation of restaurants or bars, or any other activity in any way connected with the operation of a restaurant.
- (b) To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any property, real or personal, at any time owned, held, or occupied by the corporation and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to encumber or dispose of any personal property at any time owned or held by the corporation.
- (c) To borrow money, to make and issue promissory notes, bills of exchange, bonds, debentures, and obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, or otherwise, without limit as to amount and to secure the same by mortgage or pledge of its property or otherwise.
- (d) To purchase the goodwill, business, and other property of any individual, partnership or corporation as a going concern, and to assume all of its debts, contracts and obligations.
- (e) 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 subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any such contracts.
- (f) To purchase, lease or otherwise acquire, and to hold, own, sell, mortgage, pledge, convey by deed of trust or encumber or dispose of real and personal property of all

kinds and in particular lands, buildings, business concerns and undertakings, shares of stock, mortgages, bonds, debentures, and other securities, merchandise, book debts and claims, trademarks, trade names, and any interest in real or personal property.

(g) To do everything necessary, proper, advisable, or convenient for the 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 growing out of or connected with, its business or powers, provided the same be not inconsistent with the laws of the State of Idaho.

That 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 nowise limited or restricted by reference to or inference from the terms of any other clause of this, or of any other articles of this certificate, 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 herein 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 V

The capital stock of this corporation shall be \$10,000.00 divided into 1,000 shares of the par value of \$10.00 per share, and all of said stock shall be non-assessable common stock with equal voting and other rights and privileges.

#### ARTICLE VI

The Board of Directors of this corporation shall consist of at least three and not more than five members, the number to be designated by the by-laws consistent with this Article, and all of the powers of this corporation are hereby conferred upon such board insofar as such powers may be lawfully vested in and exercised by such Board of Directors.

#### ARTICLE VII

There shall be the following officers elected annually, whose powers, duties, removal, resignation, replacement and general authority shall be designated and granted by the by-laws of this corporation:

- (a) President
- (b) Vice-President
- (c) Secretary
- (d) Treasurer

None of said officers, except the President, need be a director, but a Vice-president who is not a director

cannot succeed to, or fill the office of President. The offices of Secretary and Treasurer may be combined in ✓ one person.

Such other officers and agents as may be necessary for the business of this corporation may be appointed by the Board of Directors in the manner provided by the by-laws.

#### ARTICLE VIII

The amount of capital stock actually subscribed is three shares which have been subscribed at their par value, and the following are the names and residences of each of the incorporators by whom said stock has been subscribed:

| <u>NAME</u>     | <u>RESIDENCE</u>              | <u>NO. OF<br/>SHARES</u> | <u>AMOUNT</u> |
|-----------------|-------------------------------|--------------------------|---------------|
| James Walp      | 1916 Larch<br>Boise, Idaho    | 1                        | \$10.00       |
| Kenneth Whipple | 1012 Berkeley<br>Boise, Idaho | 1                        | \$10.00       |
| R. H. Copple    | Box 1583<br>Boise, Idaho      | 1                        | \$10.00       |

#### ARTICLE IX

This corporation shall have power to conduct business in any state or foreign country, and to maintain offices therein, subject to the laws of such jurisdiction. ✓

We, the undersigned, do hereby adopt and file these Articles of Incorporation in accordance with the laws of the State of Idaho, and do hereby certify that the facts therein set forth are true, and do respectively each agree to take the number of shares of stock hereinabove set forth opposite our respective names.

IN WITNESS WHEREOF, We have hereunto set our hands and seals to this instrument, which is executed in triplicate, this 13th day of September, 1966.

*James H. Whipple* (SEAL)  
*James H. Whipple* (SEAL)  
*James H. Whipple* (SEAL)

STATE OF IDAHO     )  
                          ) ss.  
COUNTY OF ADA     )

On this 14 day of September, 1966, before me, the undersigned, a notary public in and for said State, personally appeared JAMES WALP, KENNETH WHIPPLE and R. H. COPPLE, 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 affixed my official seal, the day and year in this certificate first above written.

Manda Nichols  
Notary Public for Idaho  
Residing at Boise, Idaho