

FILED
Oct 5 3 45 PM '99
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
SPUD'S AMERICAN DRIVE-IN, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is SPUD'S AMERICAN DRIVE-IN, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

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

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is Five Thousand (5,000), \$1.00 par value.

ARTICLE V

There are no provisions denying preemptive rights.

ARTICLE VI

Provisions for the regulation of the internal affairs of the corporation are the By-Laws of the corporation.

ARTICLE VII

Pursuant to Idaho Code Section 30-1-145, any action required by the Idaho Business Corporation Act to be taken at a meeting of the shareholders may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof, such consent shall have the same effect as a

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unanimous vote of shareholders.

ARTICLE VIII

The address of the initial registered office of the corporation is 1800 Wildwood, Boise, Idaho 83713 and the name of its initial registered agent at such address is Chad D. Hawkes.

ARTICLE IX

The number of directors constituting the initial board of directors of the corporation is four, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME	ADDRESS
Christian P. Larsen	1800 Wildwood, Boise, Idaho 83713
Dawna Larsen	1800 Wildwood, Boise, Idaho 83713
Chad D. Hawkes	1800 Wildwood, Boise, Idaho 83713
Roshell Hawkes	1800 Wildwood, Boise, Idaho 83713

ARTICLE X

The name and address of each incorporator is:

NAME	ADDRESS
Chad D. Hawkes	1800 Wildwood, Boise, Idaho 83713

DATED This 5th day of October, 1999.



CHAD D. HAWKES, incorporator