

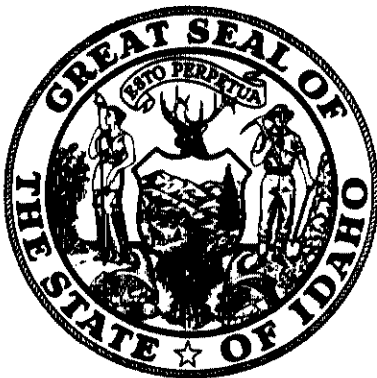
**CERTIFICATE OF INCORPORATION  
OF**

**HUDSON'S HAMBURGERS, 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: December 17, 1990



*Pete T. Cenarrusa*

SECRETARY OF STATE

by:

*Elizabeth M. Balala*

RECEIVED  
ARTICLES OF INCORPORATION SEC. OF STATE

OF  
'90 DEC 17 AM 8 52  
HUDSON'S HAMBURGERS, INC.

We, the undersigned, to form a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

I.

The name of the corporation is HUDSON'S HAMBURGERS, INC.

II.

The period of its duration is perpetual.

III.

The purpose or purposes for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code.

IV.

The aggregate number of shares which the corporation shall have the authority to issue is fifty thousand (50,000) shares, all of one class, ONE DOLLAR (\$1.00) par value.

V.

The address of the initial registered office of the corporation and the initial agent at such address is:

ROGER H. HUDSON  
207 Sherman Avenue  
Coeur d'Alene, ID 83814

VI.

The name and post office address of the incorporator hereof and of the persons who shall serve as initial director until the first annual meeting of the shareholders is:

Incorporators

ROGER H. HUDSON

BARBARA E. HUDSON

Board of Directors

ROGER H. HUDSON

BARBARA E. HUDSON

Address

207 Sherman Avenue  
Coeur d'Alene, ID 83814

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VII.

The stock of the corporation shall be non-assessable common stock.

VIII.

A director shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that a director shall be liable for the following:

a. For any breach of the director's duty of loyalty to the corporation or to its stockholders.

b. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

c. For acts or omissions which involve director liability as provided in Idaho Code Section 30-1-48, which states that a director shall be liable under the following circumstances:

1. If the director votes for or assents to the declaration of any dividend or other distribution of the assets of a corporation to its shareholders contrary to the provisions of the Idaho General Business Corporations Act.

2. If the director votes for or assents to the purchase of the corporation's own shares contrary to the provisions of the Idaho General Business Corporations Act.

3. If the director votes for or assents to any distribution of assets of the corporation to its shareholders during the liquidation of the corporation without the payment and discharge of, or making adequate provisions for, all known debts, obligations, and liabilities of the corporation.

4. For any transaction from which the director derives an improper personal benefit.

IX.

The corporation reserves the right to amend, alter, change and repeal any provisions contained in these Articles of Incorporation by a two-thirds (2/3) vote of the number of outstanding shares of common stock at any regular meeting of shareholders or at any special meeting called for that purpose; and all rights conferred upon shareholders, are subject to this reservation.

DATED this 10 day of Dec., 1990.

  
\_\_\_\_\_  
ROGER H. HUDSON

  
\_\_\_\_\_  
BARBARA E. HUDSON

STATE OF IDAHO                    )  
  ss  
County of Kootenai            )

On this 10<sup>th</sup> day of December, 1990, before me,  
the undersigned Notary Public, personally appeared ROGER H. HUDSON  
and BARBARA E. HUDSON, husband and wife, known to me to be the  
Incorporators of the corporation and that the document was  
executed on behalf of the said corporation and it was acknowledged  
to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the  
day and year first above written.

Marc E. Wallace  
Notary Public for Idaho  
Residing at: Coeur d'Alene  
My Commission Expires: 8/18/93