

90612

State of Idaho

Department of State

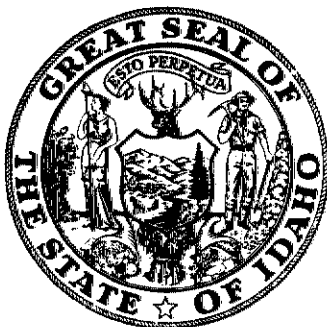
CERTIFICATE OF DISSOLUTION OF

NORTHWEST RESTAURANTS INC.
File Number C 90612

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of NORTHWEST RESTAURANTS INC., duly signed and verified 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 Dissolution, and attach hereto a duplicate original of the Articles of Dissolution.

Dated: November 29, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]* *[Signature]*

Nov 29 3 20 PM '94
SECRETARY OF STATE

ARTICLES OF DISSOLUTION
OF
NORTHWEST RESTAURANTS INC.

The undersigned hereby certify that:

1. They are the President and Secretary of Corporation.
2. The name and address of the corporation is as follows:

Northwest Restaurants Inc.
3395 North Five Mile Rd.
Boise , Idaho 83704

3. The names and addresses of the last corporate officers and directors of the Corporation are as follows:

Directors: Hal Zimmerman President
3395 North Five Mile Rd.
Boise, Idaho 83704

Officers: L. Jane Zimmerman V.P./Sec-Treas.
3395 North Five Mile Rd.
Boise, Idaho 83704

4. The notices required by section 30-1-87, Idaho code has been given.

5. All debts, obligations, and liabilities of the corporation have been paid and discharged or adequate provision has been made therefor.

6. The remaining property and assets of the corporation have been distributed to the shareholders in proportion of their respective rights and interests.

ARTICLES OF DISSOLUTION 1

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7. There are no pending suits against the corporation in any court.

8. The dissolution has received the unanimous written consent of the shareholders.

Dated : November 28, 1994.


Hal Zimmerman President

Dated: November 28, 1994.

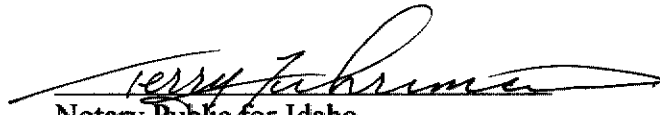

L. Jane Zimmerman V.P./Sec.-Treas.

Verification

The undersigned, being duly sworn upon oath, deposes and says that he has read the foregoing Articles of Dissolution, knows the contents thereof and believes the same to be true and just.


Hal Zimmerman President

SUBSCRIBED AND SWORN to this 29th day of Nov, 1994.


Notary Public for Idaho
Residing at Boise, Idaho
Commission expires 8-20-99

ARTICLES OF DISSOLUTION 2

**WRITTEN CONSENT OF SHAREHOLDERS
OF
NORTHWEST RESTAURANTS INC.**

The undersigned shareholders of Northwest Restaurants Inc., and Idaho corporation (the Corporation) holding the shares set forth below and representing all of the issued and outstanding shares of the Corporation, do hereby elect to wind up and dissolve the Corporation.

WHEREAS, it is in the best interest of the Corporation and its shareholders that the Corporation be dissolved and its affairs wound up;

RESOLVED, that the shareholders hereby elect to voluntarily wind up and dissolve the Corporation; and

RESOLVED FURTHER, that the shareholders agree to assume and guaranty the payment of all legitimate debts, obligations and liabilities of the Corporation, in proportion to their ownership interest; and

RESOLVED FURTHER, that the officers and directors of the Corporation are authorized and empowered to take such action as may be necessary or proper to wind up the affairs of the Corporation and dissolve its charter.

The foregoing actions are taken pursuant to Idaho Code Section 30-1-83 and shall be filed with the minutes of the proceedings of the Corporation.

Shares	Certificates	Signature
<u>1500</u>	<u>1</u>	<u>L. J. Zimmerman President</u>

CERTIFICATION

The undersigned, the currently elected President and Secretary of Northwest Restaurants Inc., an Idaho corporation, being duly sworn do hereby certify that the consent to liquidate and dissolve Northwest Restaurants Inc. set forth above has been approved by shareholders owning all of the currently issued and outstanding shares of the company.

Northwest Restaurants Inc.

L. J. Zimmerman
L. J. Zimmerman, Secretary