

FILED/EFFECTIVE

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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
MERIT ENTERPRISES, INC.**

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

ARTICLE I

The name of the corporation shall be Merit Enterprises, Inc.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The purpose or purposes for which the corporation is organized is to engage in any lawful business. Without limiting the preceding statement, the corporation is also organized for the purpose of but not limited to creating, organizing, managing and running restaurants and food service organizations.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 10,000.

ARTICLE V

The mailing address of the initial registered office of the corporation is 2370 Mesa Avenue, Emmett, Id 83617, and the name of its initial registered agent at such address is Jack Ingram.

IDAHO SECRETARY OF STATE

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ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is two (2), and the names and addresses of the persons who are to serve as the directors until the first meeting of shareholders or until their successors are elected are:

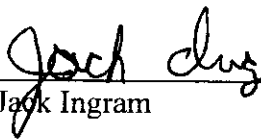
<u>NAME</u>	<u>ADDRESS</u>
Caroline Ingram	2370 Mesa Avenue, Emmett, Id 83617
Jack Ingram	2370 Mesa Avenue, Emmett, Id 83617

ARTICLE VIII

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Jack Ingram	2370 Mesa Avenue, Emmett, Id 83617

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, the undersigned incorporator has executed these Articles of Incorporation this 5 day of March, 2001.



Jack Ingram

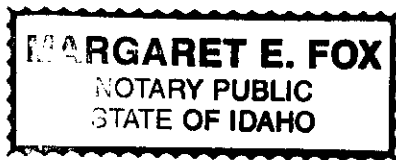
ACKNOWLEDGMENT

State of Idaho)
: ss.

County of Canyon)

On this 5th day of March, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared Jack Ingram, known or proved to me to be the persons whose name is subscribed to the within and foregoing instrument and acknowledged to me that he 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.



Margaret E. Fox
Notary Public for Idaho
Residing at Caldwell
My Commission Expires: 10/23/06