

## Department of State.

### CERTIFICATE OF INCORPORATION

**EDSON H. DEAL**  
I, ~~ARNOLD D. 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

#### ABCD CORPORATION

was filed in the office of the Secretary of State on the **twenty-third** day of **February** A.D. One Thousand Nine Hundred **sixty-seven** and ~~will be~~ duly recorded on ~~film No.~~ **microfilm** 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 **Boise, Idaho** in the County of **Ada**

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 **23rd** day of **February**, A.D., 19 **67**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
ABCD CORPORATION

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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, natural persons, all of whom are citizens of the United States and over the age of twenty-one years or more and acting as Incorporators of the corporation herein under the Idaho Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation is ABCD Corporation.

ARTICLE II

Purposes

a. The purposes for which said corporation is formed and organized and the business to be engaged in are and shall be to conduct and carry on the general business of providing food to the public through drive-ins, restaurants, eating establishments of any kind, and a concession business if necessary, and to do all and every thing which might or could be done in connection therewith. In carrying out the general powers, this corporation shall have the power to engage in buying, selling, owing, leasing, renting, exchanging of personal property of any kind and of land and real estate, or a combination of the two, owning, acquiring, holding, operating, selling and exchanging any such property, particularly as the same may involve any nature in the general purpose of this corporation, and to enter into all contracts, leases, rental agreements, hypothecation or other legal arrangements in connection

therewith. To raise, produce and cultivate crops, supplies of any nature, livestock, farming activities of any other nature which would provide for the corporation the necessary supplies for carrying on such business. To borrow money, issue notes, mortgage, lease, or otherwise pledge any of the assets of this corporation for the payment of any of its obligations and to do any other and further acts and things and business under said corporate name which it may be authorized to do from time to time by special vote of the stockholders or by order and direction of the Board of Directors, it being the intent and purpose of these articles not to limit the actions which may be done by the corporation under the laws of the State of Idaho.

b. To carry out the purposes hereinabove set forth at such place or places as may be determined by the Board of Directors from time to time.

c. Subject to any specific written limitations or restrictions imposed by law or these Articles of Incorporation and solely in furtherance of, but not in addition to the limited purposes set forth in Section a. of this Article, the corporation shall have and exercise all powers specified pursuant to Section 30-144 Idaho Code.

d. The corporation shall have the power to use its surplus earnings or accumulated profits from time to time in the purchase of acquisition of its own capital stock as its Board of Directors may determine, which capital stock may be held as its treasury stock to be thereafter disposed of by the Board of Directors as the Board of Directors may deem proper, and to buy, purchase, hold, deal in, sell, mortgage or otherwise pledge the stock of any other corporation which this corporation may be permitted to deal in.

e. To purchase the stock of any other corporation for cash or exchange of stock. To acquire all or part of any other business.

### ARTICLE III

#### Registered Office

The registered office of the corporation shall be 1905 Broadway, Boise, Ada County, Idaho, or at such other place as may be determined from time to time by the Board of Directors.

### ARTICLE IV

#### Duration

This corporation shall have perpetual existence from the date of its incorporation.

### ARTICLE V.

#### Authorized Stock

Section 1. The total authorized capital stock of the corporation shall be 2,500 shares of common stock of the par value of \$10.00 per share, or \$25,000.00 capitalization.

Without action of the stockholders, the shares of stock may be issued by the corporation from time to time and for such consideration as may be fixed from time to time by the Board of Directors, and any and all shares so issued, full consideration for which has been paid or delivered, shall be deemed fully paid stock and such stock shall not be liable to any further call or assessment thereon. The holder of any share of stock shall not be liable for any further payment thereon.

Section 2. The private property of the owners of the stock of this corporation shall not be subject to the payment of company debts and shall not be subject to assignment for the purpose of paying expenses or paying the debts of the corporation and the stock shall be non-assessable.

Section 3. Voting Power. The entire voting power and for the election of directors/for all other purposes shall be vested exclusively in the holders of the common stock, who shall be entitled to one vote for each share of common stock held by them of record. Such stock may be voted in any manner authorized by law.

Section 4. Dividends. Holders of the capital stock shall be entitled to receive when and as declared by the Board of Directors out of the unreserved earned surplus of the corporation as permitted by law, dividends payable either in cash or property or shares of capital stock of the corporation.

## ARTICLE VI

### Directors

Section 1. Initial Board of Directors. The initial Board of Directors shall consist of four members.

Section 2. Increase of Directors. The number of directors shall not be less than three, nor more than five, which number may be increased or decreased from time to time by vote of the stockholders, but no increase shall have the effect of shortening the term of any incumbent director, and such director shall, when duly elected, hold his office until his successor shall be duly elected and qualified. All officers of the corporation and directors, unless unanimously agreed upon otherwise by the stockholders, shall be stockholders in the corporation.

Section 3. The officers of the corporation shall be a president, one or more vice-presidents, a secretary-treasurer. The directors shall be elected at the annual meeting of the stockholders, or at any special meeting of the stockholders called for that purpose. The president and the other officers of the corporation shall be elected by the Board of Directors at their first meeting following the first meeting of the stockholders.

The term of office of each officer shall be three years and until his successor is elected and qualified.

Until the first annual meeting of the stockholders and until their successors have been duly elected and qualified, the following persons shall be named as officers and directors of the corporation as follows:

Lee Perry, President 4811 Pierce Park Lane - - Boise, Idaho  
K. Arlene Bailey, Vice-President Rt. 1 Star ~~Boise~~, Idaho  
Gene C. Bailey, Secretary-Treasurer Rt. 1 Star ~~Boise~~, Idaho

## ARTICLE VII

### Stockholders' Meetings

Annual meetings of the stockholders shall be held at the company's place of business in Boise, Ada County, Idaho, or at such other place within the State of Idaho as the Board of Directors may determine. The time of such meeting shall be as determined in the By-Laws. At least ten days written notice of said meeting prior to said meeting shall be mailed to each stockholder or director, addressed to his last known address as shown on the books of the corporation. Special meetings of the stockholders may be called by the president or any vice-president, or any two directors, or any number of stockholders holding not less than one-third of the outstanding stock of the company. Notice of such special meeting shall be given by mail at least ten days prior to the date of such meeting, specifying the purpose and nature of such meeting. Stockholders' meetings may be held at any time when written waiver of notice has been signed by such stockholder and such stockholder is present at such meeting.

Meetings of the Board of Directors may be held as prescribed in the By-Laws. Vacancies in any of the offices above mentioned, or Board of Directors, for any cause, shall be filled by the remaining directors for the unexpired term of such officer or director.

## ARTICLE VIII

### Amendments to Articles

These articles may be amended, altered, or added to by general meeting of the stockholders called for that purpose as may be prescribed by law.

## ARTICLE IX

### Incorporators and Subscribers of Stock

The incorporators of the above and foregoing business and their places of residence and the amount of stock subscribed appears below. No stock shall be issued until full payment has been received in cash or for goods, property or services, to-wit:

NAME	ADDRESS	SUBSCRIPTION
Gene C. Bailey	Boise, Idaho	1,000
KArlene Bailey	Boise, Idaho	One
Lee Perry	Boise, Idaho	1,000
Bonnie J. Perry	Boise, Idaho	One

IN WITNESS WHEREOF, we have hereunto set our hands  
this 23rd day of February, 1967.

Gene C. Bailey  
K. Arlene Bailey  
Lee Perry  
Bonnie J. Perry

STATE OF IDAHO )  
                  : ss  
County of Ada )

On this 23rd day of February, 1967, before me, the undersigned, a Notary Public in and for said State, personally appeared GENE C. BAILEY and KARLENE BAILEY, husband and wife, 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 seal the day and year first above written.

  
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Notary Public for Idaho  
Residing at Boise, Idaho

STATE OF IDAHO )  
                  : ss  
County of Ada )

On this 23rd day of February, 1967, before me, the undersigned, a Notary Public in and for said State, personally appeared LEE PERRY and BONNIE J. PERRY, husband and wife, 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 seal the day and year first above written.

  
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Notary Public for Idaho  
Residing at Boise, Idaho