



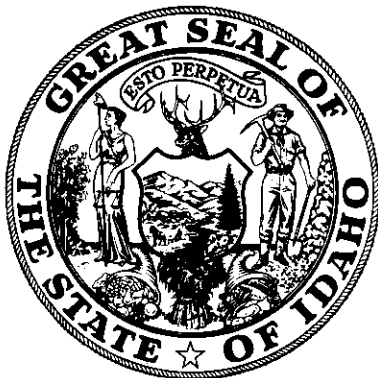
**CERTIFICATE OF INCORPORATION
OF**

KNAUGHTY PINE BAR & RESTAURANT, 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: **July 22, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Lilly J. Clark*

ARTICLES OF INCORPORATION

OF RECEIVED
SEC. OF STATE
KNAUGHTY PINE BAR & RESTAURANT, INC.
'85 JUL 22 AM 9 49

The undersigned incorporator(s), desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt(s) the following articles of incorporation:

ARTICLE ONE. The name of the corporation is Knaughty Pine Bar & Restaurant, Inc.

ARTICLE TWO. The purposes of the corporation are primarily a bar and restaurant business, and to engage in any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act or the purpose of the corporation is to engage in any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE THREE. The period of duration of the corporation is perpetual.

ARTICLE FOUR. The address of the corporation's initial registered office in the State of Idaho is Box 477, Red Fox Ranch, Driggs, Idaho, County of Teton, 83422. The name of the corporation's initial registered agent at such address is Trudy Matthews.

ARTICLE FIVE. The total authorized number of no par value shares of stock is 2,000.

ARTICLES OF INCORPORATION

ARTICLE SIX. The shareholders of said corporation shall have the right to retain their perportionate ownership by reasonably exercising a right of first refusal to purchase any new issue of previously authorized stock.

ARTICLE SEVEN. The number of directors constituting the intitial board of directors is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are:

<u>Name</u>	<u>Address</u>
Trudy Matthews	Box 477, Red Fox Ranch Driggs, Idaho 83422
John E. Matthews	Box 477, Red Fox Ranch Driggs, Idaho 83422

ARTICLE EIGHT. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Trudy Matthews	Box 477, Red Fox Ranch Driggs, Idaho 83422

ARTICLE NINE. The stock in Knaughty Pine Bar & Restaurant, Inc. shall be restricted in that the holder will be obligated to offer to the corporation or to any other holder of shares, or a combination of the foregoing, a prior opportunity to be exercised within a reasonable time, to acquire the restricted shares.

Executed in duplicate on July 19th, 1985.

Trudy Matthews
Trudy Matthews

SUBSCRIBED AND SWORN To before me this 19th day of July,
1985.

Ray C. Moulton
Notary Public for Idaho
Residing at: Driggs
My Commission expires: Life