

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

PAPA MURPHY'S ADVERTISING COOPERATIVE, INC.

File number C 112446

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 PAPA MURPHY'S ADVERTISING COOPERATIVE, INC. duly signed pursuant to the provisions of the Idaho Nonprofit 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: October 25, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Seibel*

ARTICLES OF INCORPORATION
OF
PAPA MURPHY'S ADVERTISING COOPERATIVE, INC.

OCT 25 6 57 AM '95

SECRETARY OF STATE
STATE OF IDAHO

IDAHO SECRETARY OF STATE

10/25/95 9:00:00 AM
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CORPORATION NEW PROFIT

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The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. PAPA MURPHY'S ADVERTISING COOPERATIVE, INC.

The name of the Corporation is PAPA MURPHY'S ADVERTISING COOPERATIVE, INC., d/b/a SPOKANE A.D.I.

ARTICLE II. NONPROFIT STATUS.

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION.

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.

The location of this Corporation is 5050 West Highland Drive, in the City of Coeur d'Alene, County of Kootenai, State of Idaho, and the name of the initial registered agent at this address is William DeLack.

ARTICLE V. PURPOSES.

The purpose for which the Corporation is organized is to promote and develop the common advertising interests of members who are Franchisees of Papa Murphy's Take'N'Bake Pizza stores.

1. ARTICLES OF INCORPORATION OF PAPA MURPHY'S ADVERTISING COOPERATIVE, INC.

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The Corporation shall have the power to:

1. Take and hold money contributed by its members to be used for advertisement, promotion and publicity programs for Papa Murphy's Take'N'Bake franchises.
2. Decide how, when and where to allocate advertising funds between advertising, promotion, merchandising and publicity programs for Papa Murphy's Take'N'Bake franchises.
3. The Corporation shall not be organized or operated for profit, nor shall it participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VI. MEMBERS.

1. Members. Every person or entity who is a Franchisee of a Papa Murphy's Take'N'Bake store within the Spokane ADI shall be a member of the Corporation. For purposes of determining membership in the Corporation, status as a Franchisee will be deemed to have occurred upon full payment of franchise fee. However, any Franchisee who is in default with the Franchisor shall not be considered a member for voting purposes until such default is cured. Sale, foreclosure of a franchise, or repossession for any reason of a franchise shall terminate the Franchisee's membership in the Corporation.

2. Suspension of Membership Rights. The membership rights (including voting rights) of any member may be suspended by action of the Board of Directors if such member shall have failed to pay when due any required contributions to the Corporation, or if the member shall have violated any rule or regulation of the Board.

ARTICLE VII. BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Each Director of the Corporation shall, at all times, be a member

of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Bruce & Cheri Poole	2522 E. 29th Street Spokane, Washington
William & G'nell DeLack	5050 West Highland Drive Coeur d'Alene, Idaho
Richard Lightfoot	1624 Rowan Spokane, Washington
Jeffrey Perry	1624 Rowan Spokane, Washington
George & Nelda House	1323A Sherman Ave. Coeur d'Alene, Idaho
Gary & Barbara Wolfe	13514 E. Sprague Spokane, Washington
Larry & Marlene Martens	101 E. Seltice Post Falls, Idaho
Rick & Sabrina Gedrose	134 Thain Rd. Lewiston, Idaho

ARTICLE VIII. MEMBERSHIP DUES.

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership. The membership is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice,

and by such methods as the membership may prescribe in accordance with the Corporation's Bylaws.

ARTICLE IX. DISTRIBUTION ON DISSOLUTION.

Upon dissolution or other termination of the Corporation, no part of the property of the corporation, nor any of the proceeds thereof, shall be distributed to the members of the Corporation as such, but all such property and proceeds shall, subject to the discharge of valid obligations of the Corporation, be distributed as directed by the members of the Corporation to the governing body of any community or communities for the welfare of which the Corporation shall have been operated or to one or more corporation or other organization not organized for profit and operated exclusively for the promotion of social welfare, and which does not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE X. INCORPORATOR.

The name and street address of the incorporator is as follows:


William DeLack
5050 West Highland Drive
Coeur d'Alene, ID 83814

ARTICLE XI. BYLAWS.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the membership.

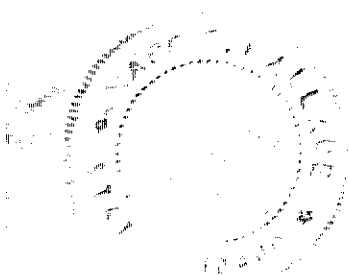
DATED this 9 day of OCTOBER, 1995.


WILLIAM DELACK
Incorporator

STATE OF IDAHO)
 SS
COUNTY OF KOOTENAI)

On this 9th day of October, 1995, before me, the undersigned Notary Public for the State of Idaho, personally appeared before me WILLIAM DELACK, as incorporator, who executed the within and foregoing instrument on behalf of said corporation, and acknowledged to me that such corporation 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.


Maureen Wallace
Notary Public for Idaho
Residing at Coeur d'Alene
My Commission Expires: 8/19/99