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# State of Idaho

## Department of State

CERTIFICATE OF INCORPORATION
OF

RESERVATION GAMING SUPPLY, 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: October 15, 1991

Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

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# ARTICLES OF INCORPORATION
# OF
# RESERVATION GAMING SUPPLY, INC.

The undersigned, PAUL M. MATHESON, being qualified as an incorporator of a corporation under the Corporation Laws of the State of Idaho, of legal age, enters into these Articles for the purpose of forming a corporation under the laws of the State of Idaho, and does hereby make, adopt, execute and acknowledge these Articles of Incorporation as follows:

## ARTICLE I

## Corporate Name

The name of the corporation shall be RESERVATION GAMING SUPPLY, INC.

## ARTICLE II

## Duration

The duration of the corporation shall be perpetual.

## ARTICLE III

## Purposes

The purposes for which this corporation is formed are as follows:

3.1 To engage, at retail and wholesale, of any and all types of amusements including games of chance, gambling, and gaming deemed allowable or within the laws of Indian tribes and Indian

owned businesses, pursuant to treaties as interpreted by the United States Supreme Court.

3.2 To conduct the shipment, delivery, sale, at wholesale and retail, of all grocery items including tobacco and cigarettes.

3.3 To incur indebtedness, secured or unsecured, for any of the purposes of the corporation.

3.4 To issue its own securities, including interest bearing debentures and two or more classes of securities, and to invest, trade in and otherwise deal with and in securities of all other kinds including the power to issue all classes of securities in the method and form allowed by the laws of the State of Idaho.

3.5 To purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares as authorized by law.

3.6 In addition to activities allowed by Indian treaties to enrolled Indians and tribes to engage in the transaction of any or all lawful business for which a corporation may be incorporated under the laws of the State of Idaho.

## ARTICLE IV

## Shares

The corporation shall have authority to issue 50,000 shares of common stock, which shares shall have a par value of $1.00 each.

## ARTICLE V

## Conflicts of Interest

The corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with its

directors, officers and shareholders, and with corporations, associations, firms and entities in which they are or may be or become interested as directors, officers, shareholders, members or otherwise, as freely as though such adverse interests did not exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the corporation upon such contracts or transactions; and in the absence of fraud no such contract or transaction shall be avoided and no such director, officer or shareholder shall be held liable to account to the corporation, by reason of any such adverse interest or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of the corporation (but not in the case of shareholders who are not directors or officers) the nature of the interest of such director or officer, though not necessarily the details of extent thereof, be disclosed or known to the Board of Directors of the corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with that corporation, association, firm or entity.

## ARTICLE VI

## Ratification

Any contract, transaction, or act of the corporation or of the directors or any officers of the corporation which shall be ratified by a majority of a quorum of the shareholders of the corporation at any annual meeting or any special meeting called for such purposes shall, insofar as permitted by law, be as valid and as binding as though ratified by every shareholder of the corporation. Shareholders may participate in a meeting of shareholders by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## ARTICLE VII

## Indemnification of Directors and Officers

8.1 A Director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages arising from any conduct as a Director, except this limitation on liability shall not apply to (i) acts or omissions involving intentional misconduct by the Director or a knowing violation of law by the Director, (ii) conduct violating Section 30-1-5 I.C. or Section 30-1-48 I.C., (iii) any transaction from which the Director will personally receive a benefit in money, property, or services to which the Director is not legally entitled, or (iv) any breach of the directors' or officers' duty of loyalty to the Corporation or its shareholders. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or

limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing Paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

8.2 The Corporation shall indemnify, and shall have the power to purchase and maintain insurance for, its Directors, officers, trustees, employees, and other persons and agents to the extent authorized by I.C. 30-1-5 or any other statute adopted by the State of Idaho. Without limiting the generality of the foregoing, the Corporation shall indemnify its Directors against all liability, damages, and costs or expenses (including attorney's fees) whether based on a civil or criminal proceeding, arising from or in connection with service for, employment by, or other affiliation with this Corporation to the maximum extent and under all circumstances permitted by law.

## ARTICLE VIII

## By-Laws

The power to adopt, amend and repeal by-laws for the corporation is expressly vested in the Board of Directors of the corporation subject to the power of the shareholders of the corporation to amend or repeal any such by-laws.

## ARTICLE IX

## Amendments

These Articles of Incorporation may be amended or repealed in any manner now or hereafter prescribed or permitted by statute of the State of Idaho. All rights of shareholders of the corporation are granted subject to this right to amend or repeal these Articles of Incorporation.

## ARTICLE X

## Shareholders and Directors Meetings

To the extent authorized by the By-Laws of the corporation, shareholders and directors may participate in a meeting of shareholders or directors by means of a conference telephone or similar communication equipment, by means of which all shareholders participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

## ARTICLE XI

## Initial Registered Office and Registered Agent

The initial registered office of the corporation shall be located at Route 2, Box 37-A, U.S. Highway 95, Worley, Idaho 83876. The initial registered agent at that address shall be PAUL M. MATHESON.

## ARTICLE XII

## Initial Board of Directors

The number of directors of this corporation shall be not less than one nor more than nine. The initial Board of Directors of this corporation shall consist of two board members, who shall be PAUL M. MATHESON and CATHERINE D. MATHESON. Their address is Route

2, Box 37-A, U.S. Highway 95, Worley, Idaho 83876. They shall serve as directors until the first annual meeting of shareholders or until their successor has been elected and qualified.

## ARTICLE XIII

## Incorporator

The name and post office address of the incorporator of this corporation is:

Paul M. Matheson
Rt. 2, Box 37-A
U.S. Hwy. 95
Worley, ID 83876

IN WITNESS WHEREOF I have hereunto set my hand and seal this ____ day of October, 1991.

PAUL M. MATHESON