



CERTIFICATE OF INCORPORATION  
OF

LEWISTON LIQUOR LICENSE, INC.

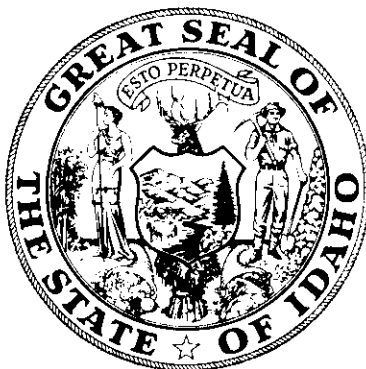
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

LEWISTON LIQUOR LICENSE, INC.

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: **April 21, 1982**



SECRETARY OF STATE

by: \_\_\_\_\_

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ARTICLES OF INCORPORATION

SECRETARY OF  
STATE

OF

LEWISTON LIQUOR LICENSE, INC.

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, being a natural person of full age and citizen of the United States, for the purpose of forming a profit corporation under the laws of the State of Idaho in compliance with the provisions of the general corporation laws of the State of Idaho and acts amendatory thereof and supplementary thereto, does hereby certify, declare and adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be LEWISTON LIQUOR LICENSE, INC., hereinafter referred to as "corporation".

ARTICLE II

TERM

The period of existence and duration of the life of this corporation shall be perpetual.

ARTICLE III

PURPOSES

The corporation is organized for the transaction of any or

all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including, but not by way of limitation, the owning, management and operation of a liquor license for the retail sale of alcoholic beverages and a license for the retail sale of beer and wine as provided by Idaho law.

#### ARTICLE IV

##### NUMBER OF SHARES

The corporation is hereby authorized and shall have the power to issue one hundred (100) shares of common stock. Each share shall have a par value of One and No/100ths Dollars (\$1.00).

#### ARTICLE V

##### REGISTERED AGENT

The location and street address of the initial registered office of this corporation shall be Suite 501, 802 West Bannock Street, Boise, Idaho 83702, and Mary J. Lynch is hereby appointed the initial registered agent of the corporation.

#### ARTICLE VI

##### BOARD OF DIRECTORS

The affairs of this corporation shall be managed by a Board of three (3) directors, who shall be citizens of the United States and residents of the State of Idaho. The number of direc-

tors may be changed by amendment of the By-Laws of the corporation. The names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until the selection of their successors are:

H. Larry Leasure	Idaho First Plaza Suite 1701 101 South Capitol Blvd. Boise, Idaho 83702
Thomas T. Wright	Idaho First Plaza Suite 1701 101 South Capitol Blvd. Boise, Idaho 83702

#### ARTICLE VII

##### INCORPORATOR

The name and post office address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mary J. Lynch	802 W. Bannock Suite 501 P.O. Box 2720 Boise, Idaho 83701

#### ARTICLE VIII

##### LIABILITY OF STOCKHOLDERS

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to the payment of corporate debts to any extent whatever,

and the shares of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or paying debts of the corporation.

#### ARTICLE IX

##### PREEMPTIVE AND PREFERENTIAL RIGHTS

Stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation.

#### ARTICLE X

##### ASSETS OF CORPORATION

A voluntary sale, lease, or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made upon such terms and conditions as may be deemed expedient and for the best interest of the corporation by a majority vote of the stockholders and in accordance with Idaho law.

#### ARTICLE XI

##### CONFLICTS OF INTEREST

No contract or other transaction between the corporation

and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors; and any Director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

## ARTICLE XII

### AMENDMENTS

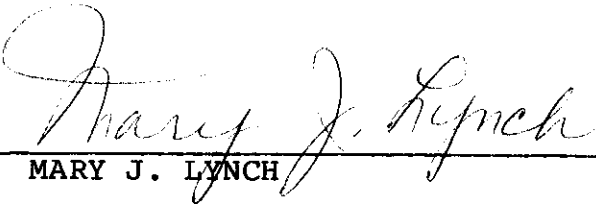
Amendment of these Articles shall require the assent of stockholders owing not less than fifty-one percent (51%) of the issued and outstanding stock of the corporation.

ARTICLE XIII

BY-LAWS

The By-Laws of this corporation may be altered, amended or new By-Laws adopted by any regular or any special meeting of the Board of Directors called for that purpose.

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
this ~~20th~~ day of April, 1982.

  
\_\_\_\_\_  
MARY J. LYNCH