



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

SOUTHERN IDAHO McDONALD'S ADVERTISING CO-OP, INC.

was filed in the office of the Secretary of State on the **22nd** day
of **June** A. D. One Thousand Nine Hundred **Seventy-nine** and
is ^{will be} ~~duly~~ recorded on ~~Film~~ **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 and
Sections 30-1001 to 30-1005, inclusive, 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
Twin Falls in the County of **Twin Falls**
and as such are subject to the rights, privileges and limitations granted to Non-Profit Coopera-
tive Associations as provided in Chapter 10, Title 30, Idaho Code.

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 **22nd** day of **June**
A.D., 19 **79**.

Secretary of State.

RECORDED

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ARTICLES OF INCORPORATION

to the McDonald's Restaurants and their operators, and through the development of methods for improved quality control, the reduction of purchase prices through encouraging and developing purchases.

OF

SOUTHERN IDAHO McDONALD'S ADVERTISING CO-OP, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, KYLE ENTERPRISES, INC., KYLE, INC., WALT STALLCUP ENTERPRISES, INC. RUNNINGS OF IDAHO FALLS, INC., PIOWA, INC., GREENFIELD'S OF POCA TELLO, INC. and NAMAC, INC., all corporations of the State of Idaho, have this day voluntarily associated together for the purpose of forming a nonprofit corporation under the laws of the State of Idaho and do hereby certify and state in terms as may seem expedient:

I.

The name of this corporation is: SOUTHERN IDAHO and McDONALD'S ADVERTISING CO-OP, INC. and of all such property, real and personal, as may be necessary or convenient in connection with the Subject to dissolution in the manner provided by law, the corporation shall be perpetual, of any nature, whatsoever, which may seem to III. corporation capable of being converted Said corporation is formed for the following purposes:

A. To promote and further interest of operators of the McDonald's restaurants in the Southern Idaho area through the advertising media, public relations, any other promotional media, trade, research, quality control, centralized purchasing and other internal efficiencies, through the stimulation of sales, and of recognition and goodwill through increased public exposure

the statements contained in each clause shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression or declaration of specific or special powers or purposes herein expressly declared shall be deemed to preclude powers or purposes not so declared, and that all other lawful powers not inconsistent herewith are hereby included.

IV.

The location and address of the registered office of the corporation shall be 219 2nd Street North, Twin Falls, Idaho 83301. The registered agent is William D. Kyle at the same address.

V.

The number of directors of this corporation shall be not less than three directors, except that in cases where all shares of the corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than three, but not less than the number of stockholders. The names and addresses of the directors are as follows:

William D. Kyle	219 2nd St. N., Twin Falls, Idaho
Walt Stallcup	5223 Overland, Boise, Idaho
Ward Runnings	1739 N. Yellowstone, Idaho Falls, Ida.
Stan Greenfield	831 Yellowstone Ave. Pocatello, Ida.
Bill Hall	148 Caldwell Blvd. Nampa, Ida.

VI.

There shall be one (1) class of capital stock of the corporation and that shall be known as common stock. The authorized capital stock shall consist of 500 shares of no par stock and all of said stock shall be nonassessable.

VII.

The total number of shares actually subscribed is seven (7). The names of the incorporators, subscribers and number of shares respectively for which they have subscribed and their addresses are as follows:

<u>NAME OF SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>
Kyle Enterprises, Inc.	305 Blue Lakes Blvd. N. Twin Falls, Idaho 83301	1
Kyle, Inc.	394 North Overland Ave. Burley, Idaho	1
Walt Stallcup Enterprises, Inc.	5223 Overland Boise, Idaho	1
Runnings of Idaho Falls, Inc.	1739 N. Yellowstone Idaho Falls, Idaho	1
Piowa, Inc.	831 Yellowstone Ave. Pocatello, Idaho 83201	1
Greenfield's of Pocatello	1011 S. 5th Pocatello, Idaho 83201	1
Namac, Inc.	148 Caldwell Blvd. Nampa, Idaho 83651	1

VIII.

The power to adopt, repeal and amend the By-Laws of the corporation shall be in the stockholders and the By-Laws may be amended, adopted, or repealed by a majority votes of the stock issued.

IN WITNESS WHEREOF, We have hereunto subscribed our names this 14th day of June, 1979.

GREENFIELD'S OF POCA TELLO
INC.

By

Stanley J. Greenfield

KYLE ENTERPRISES, INC.

By

Wm. L. Kyle

NAMAC, INC.

By

William J. Kelly

KYLE, INC.

By

Wm. L. Kyle

WALT STALLCUP ENTERPRISES, INC.

By

Walter B. Stallcup

RUNNINGS OF IDAHO FALLS, INC.

by

Ward D. Running

PIOWA, INC.

By

Stanley J. Greenfield

STATE OF IDAHO)

County of Twin Falls)

ss.

On this 14th day of June, 1979, before me, the undersigned, a Notary Public for Idaho, personally appeared WARD RUNNINGS, known to me to be the president of RUNNINGS OF IDAHO FALLS, INC. that executed the foregoing instrument or the person who executed the 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.

Patricia Duncan
Notary Public for Idaho
Residing at Twin Falls

STATE OF IDAHO)

County of Twin Falls)

ss.

On this 14th day of June, 1979, before me, the undersigned, a Notary Public for Idaho, personally appeared BILL HALL, known to me to be the president of NAMAC, INC. that executed the foregoing instrument or the person who executed the 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.

Patricia Duncan
Notary Public for Idaho
Residing at Twin Falls

STATE OF IDAHO

County of Twin Falls }

ss.

On this 14th day of June, 1979, before

me, the undersigned, a Notary Public for Idaho, personally appeared WILLIAM D. KYLE, known to me to be the president of KYLE ENTERPRISES, INC. and KYLE, INC. that executed the foregoing instrument or the person who executed the instrument on behalf of said corporations, and acknowledged to me that such corporations 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.

Patricia Duncan
Notary Public for Idaho
Residing at Twin Falls

STATE OF IDAHO

County of Twin Falls }

ss.

On this 14th day of June, 1979, before

me, the undersigned, a Notary Public for Idaho, personally appeared WALT STALLCUP, known to me to be the president of WALT STALLCUP ENTERPRISES, INC. that executed the foregoing instrument or the person who executed the 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.

Patricia Duncan
Notary Public for Idaho
Residing at Twin Falls

STATE OF IDAHO

County of

Twin Falls)
) ss.
)

On this 14th day of June, 1979,

before me, the undersigned, a Notary Public for Idaho,
personally appeared STAN GREENFIELD, known to me to be the
president of PIOWA, INC. and GREENFIELD'S OF POCATELLO, INC.
that executed the foregoing instrument or the person who
executed the instrument on behalf of said corporations,
and acknowledged to me that such corporations 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.

Patricia Duncan
Notary Public for Idaho

Residing at Twin Falls