

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

FIVE STAR KITCHEN DESIGNS, INC.
File number C 111752

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: August 18, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Mrs. Lipe*

Aug 18 2 20 PM '95

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

FIVE STAR KITCHEN DESIGNS, INC.

IDAHO SECRETARY OF STATE

8/21/95 9:00:00 AM
Customer # 20522
CNC960009245 16384

CORPORATION PROFIT

1 @ 100.00 = 100.00

The undersigned, acting as incorporator under the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I NAME OF THE CORPORATION

The name of the corporation is Five Star Kitchen Designs, Inc. ("Corporation").

ARTICLE II DURATION

The Corporation shall have perpetual existence.

ARTICLE III PURPOSES OF THE CORPORATION

The Corporation may do any acts and perform any business permitted by the Idaho Business Corporation Act.

ARTICLE IV SHARES

The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	1,000	\$1.00

ARTICLE V PREEMPTIVE RIGHTS

No shareholders of the Corporation shall have preemptive and preferential rights of subscription of any shares of stock of the Corporation, whether now or hereafter authorized, or to any securities convertible into such shares or carry a right to subscribe or acquire shares.

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is 1325 S. Colorado Avenue, Boise, Idaho 83706, and the name of its initial registered agent at such address is Jason T. Roth.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors of the Corporation is two (2) and the names and addresses of the persons who are to serve as the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Jason T. Roth	1325 S. Colorado Avenue Boise, Idaho 83706
Wayne E. Roth	P. O. Box 2040 Sun Valley, Idaho 83353

**ARTICLE VIII
DIRECTOR LIABILITY**

To the full extent permitted by the Idaho Business Corporation Act or any other applicable laws as presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its shareholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. No amendment to or repeal of this Article VIII shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

**ARTICLE IX
INDEMNIFICATION**

Each person who is or was or had agreed to become a director or officer of the Corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the Idaho Business Corporation Act or any other applicable laws presently or hereafter in effect. Without limiting the generality or effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article IX. No amendment to or repeal of this Article IX shall apply to or have any effect on the right to indemnification permitted or authorized

