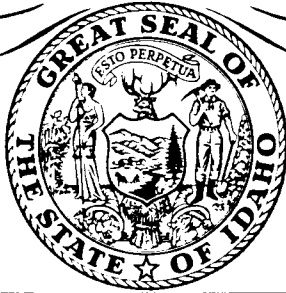


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

CURLEYS II, Inc.

was filed in the office of the Secretary of State on the **Fifteenth** day of **March,** A.D. One Thousand Nine Hundred **Sixty-five** and **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, 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

Lewiston

in the County of

Nes Perce.

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 **15th** day of **March**, A.D., 19 **65**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
CURLEYS II, Inc.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being citizens of the United States of America, and of full legal age, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and to that end do hereby adopt articles of incorporation and do hereby certify in writing as follows:

I.

That the name of the corporation shall be, CURLEYS II, Inc.

II.

That the principal office and the place where the business of the corporation is to be transacted is in the City of Lewiston, County of Nez Perce, State of Idaho; that the post office address of said business will be as follows:

1706 Main Street
Lewiston, Idaho
83501

III.

That the PURPOSES for which said corporation is to be formed are as follows:

To conduct, for a profit, and to engage in the on-premise, selling and dispensing of alcoholic beverages, beer and food, operating as a bar, tavern, cabaret, night club and restaurant; to sell and dispense foods, beverages and liquids of all kinds and to do any and all things necessary to and pertaining to said business, anywhere in the United States, and particularly in the State of Idaho.

To have one or more offices and places of business in and out of the

1
2 State of Idaho, and to acquire, receive hold, purchase, lease, mortgage,
3 dispose of, and convey real and personal property both in and out of the
4 State of Idaho. '

5 To do all and everything necessary, suitable and proper for the
6 accomplishment of any of the purposes or the attainment of any of the objects
7 or the furtherance of any of the powers herein set forth, either alone or in
8 association with other corporations, firms or individuals, and to do every
9 act or thing incidental or appurtenant to or growing out of or connect with the
10 aforesaid objects or purposes, or any part of parts thereof, provided the
11 same be not inconsistent with the laws under which this corporation is
12 organized, and to use and apply surplus earnings or cumulative profits to the
13 purchase or acquisition of its own capital stock, from time to time and to
14 such extent and in such manner and upon such terms as its board of directors
15 shall determine.
16
17

18 To enter into contracts or obligations of any kind or type essential,
19 necessary or proper to the transaction and conduct of its ordinary affairs
20 for the purposes of the corporation; to contract and hire labor necessary or
21 convenient to the conducting and operation of said business, and to do any and
22 all things regularly, necessarily, properly or incidentally done in the conduct
23 of said business, and to have all the power to generally engage in, do and
24 perform any enterprise, act or vocation that a natural person might or could
25 do or perform, connected with the general overall objects and purposes for
26 which this corporation is formed.
27

28 IV.

29 The DURATION of the corporation shall be perpetual.
30

31 V.

32 The Stock of the corporation is divided into one thousand (1,000)

1
2 shares of common stock having a par value of One Hundred (\$100.00) Dollars
3 per share; that the aggregate par value of the total authorized number of par
4 value shares is One Hundred Thousand (\$100,000.00) Dollars.

5 VI.

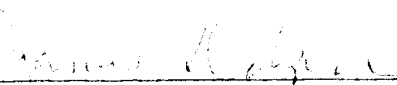
6 That the number of directors of said corporation shall be three (3)
7

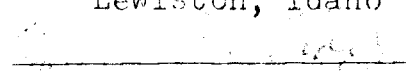
8 VII.

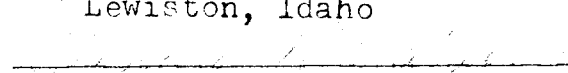
9 That the amount of capital stock of said corporation which has been
10 actually subscribed for is Five Hundred (\$500.00) Dollars, and the following
11 are the names of the subscribers, with the number of shares subscribed for
12 by each:

13 James Dalzen three (3) shares
14 James E. Lloyd one (1) share
15 Glenara N. Dalzen one (1) share

16 IN WITNESS WHEREOF, we have hereunto set our hands and seals
17 this 9TH day of March, 1965.

18
19  SEAL
20 James Dalzen
21 919 Cedar Drive
22 Lewiston, Idaho

23  SEAL
24 James E. Lloyd
25 2301 Sunset Drive
26 Lewiston, Idaho

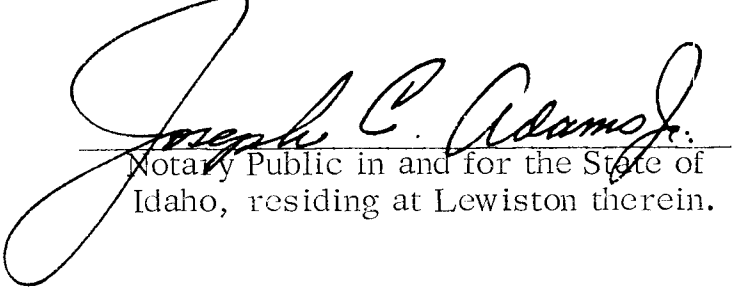
27  SEAL
28 Glenara N. Dalzen
29 919 Cedar Drive
30 Lewiston, Idaho
31
32

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3 STATE OF IDAHO)
4 County of Nez Perce)

SS.

5 On this 9TH day of March, 1965, before me, the undersigned, a
6 Notary Public in and for the State of Idaho, personally appeared, James
7 Dalzen, James E. Lloyd and Glenara N. Dalzen, known to me to be the
8 persons whose names are subscribed to the within Articles of Incorporation,
9 and acknowledged to me that they executed the same.
10

11 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
12 official seal, the day and year in this certificate above written.

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16 Notary Public in and for the State of
17 Idaho, residing at Lewiston therein.
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