

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

HOUSE OF HARRIS, LTD.

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: July 31, 1991



*Pete T. Cenarrusa*  
SECRETARY OF STATE

by: *Elizabeth M. Zabala*

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**ARTICLES OF INCORPORATION**

SECRETARY OF STATE

OF

**HOUSE OF HARRIS, LTD.**

KNOW ALL MEN BY THESE PRESENTS, that Boyd Harris hereby incorporates a corporation under and pursuant to the laws of the State of Idaho relative to private corporations, and hereby adopts and executes the following ARTICLES OF INCORPORATION thereof:

ARTICLE I.

The name of this corporation is HOUSE OF HARRIS, LTD.

ARTICLE II.

The duration of the corporation shall be perpetual.

ARTICLE III.

The purpose of the corporation shall be for the legal distribution and sale of alcoholic beverages and the transaction of any and all lawful business for which the corporation may be organized under the prevailing and governing laws.

ARTICLE IV.

The aggregate number of shares which the corporation shall have authority to issue is 500. Such stock shall have no par value.

ARTICLE V.

The shareholders shall be denied any and all preemptive rights.

ARTICLE VI.

The corporation's initial registered agent is Boyd Harris and the address of the initial registered office is 1212 E. Ash, Caldwell ID 83605.

**ARTICLE IV.**

The number of initial directors shall be one and the name and address of the initial director are:

Boyd Harris  
1212 E. Ash  
Caldwell, ID 83605

**ARTICLE V.**

The name and address of the incorporator of this corporation are:

Boyd Harris  
1212 E. Ash  
Caldwell, ID 83605

**ARTICLE VI.**

The corporation shall have the power to indemnify to the fullest extent permitted by law any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including an action, suit or proceeding by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee, or agent of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plans of the corporation, or serves or served at the request of the corporation as a director, officer, employee, or agent, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise, and their respective heirs, administrators, personal representatives, successors and assigns. Indemnification specifically provided by the Idaho Business Corporation Act shall not be deemed exclusive of any other rights to which such director, officer, employee or agent may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The corporation, its officers, directors, employees or agents shall be fully protected in taking any action or making any payment under this Article or in refusing to do so upon the advice of counsel.

ARTICLE VII.

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except that this provision shall not apply to:

1. Any breach of the director's duty of loyalty to the corporation or its shareholders;
2. Any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
3. Any distribution which is unlawful under Idaho law;
4. Any transaction from which the director derived an improper personal benefit; or
5. Any act or omission occurring prior to the date on which these Articles of Incorporation are filed with the Secretary of State.

DATED this 31st day of July, 1991.

*Boyd Harris*

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Boyd Harris, Incorporator  
1212 E. Ash  
Caldwell, ID 83605  
(208) 459-2072