

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

DAVID'S, 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 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: January 22, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Valerie Taylor*

ARTICLES OF INCORPORATION  
OF  
DAVID'S, INC.

JAN 22 12 40 PM '93  
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being natural persons of full age, citizens of the United States and residents of the State of Idaho, in order to form a corporation do hereby voluntarily associate ourselves together under and pursuant to the laws of the State of Idaho and do hereby certify and declare as follows:

ARTICLE I

NAME

The name of this corporation to be used in all its dealings and transactions is DAVID'S, INC.

ARTICLE II

PURPOSE

The purpose of the corporation is for the distribution of food and beverage goods by mobile delivery and sale, including coffee, soft drinks, snacks, sandwiches and any other legal activities and to further engage in any and all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE III

DURATION

The corporation is to have perpetual existence.

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#### ARTICLE IV

##### REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation's initial registered office in the State of Idaho is 700 N. 3rd E. Street, P. O. Box 580, City of Mountain Home, County of Elmore, State of Idaho 83647. The name of the corporation's initial registered agent is Mitchell L. Egusquiza, Esq., Egusquiza Law Offices, 700 N. 3rd E. Street, P. O. Box 580, Mountain Home, ID 83647.

#### ARTICLE V

##### STOCK

The total authorized number of par value shares of stock is 5,000, with 2,500 shares issued. Each share of stock shall have a par value of One Dollar and No/Cents (\$1.00).

#### ARTICLE VI

##### CLASS OF STOCK

The Corporation is authorized to issue only one class of stock and all issued stock shall be held of record by not more than fifteen (15) persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens; however the stock shall be nonassignable.

#### ARTICLE VII

##### INCORPORATORS

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

NAMES	ADDRESSEES	SHARES
David Knox	P. O. Box 621 Mountain Home, ID 83647	0

Ron Hiddleston

Rt. 1, Box 610-D  
Mountain Home, ID 83647

2,500

## ARTICLE VIII

### DIRECTORS

The number of directors constituting the initial board of directors is two and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are:

David Knox  
P. O. Box 621  
Mountain Home, ID 83647

Ron Hiddleston  
Rt. 1, Box 610-D  
Mountain Home, ID 83647

## ARTICLE IX

### TRANSFER OF SHARES

No stock of this corporation shall be issued or transferred to any person who is not an officer or director of this corporation, except with the consent of the board of directors evidenced by a resolution duly passed at a regular meeting of the board or at a special meeting called for that purpose. Every shareholder who for any reason shall cease to be an officer or director, his personal representatives, legatees or assigns shall be required to offer in writing to sell to the board of directors the number of shares of the capital stock held by them to such person or persons as the board of directors shall designate by a resolution duly passed at and for the same sum per share as is determined by the parties to be the net worth of the corporation

divided by the number of shares issued for the said corporation. David Knox shall have the right of first refusal to purchase any and all authorized, but not issued, shares of stock at par value.

#### ARTICLE X

##### POWERS

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred hereon on stockholders, directors and officers are subject to this reserved power.

#### ARTICLE XI

##### OFFICERS

Until the first annual meeting of the stockholders and the election and qualification of the officers, the following persons shall serve as the officers:

President: Ron Hiddleston

Vice-President/Secretary/Treasurer: David Knox

IN WITNESS WHEREOF, We have hereunto set our hand and seals this 12 day of JANUARY, 1993.

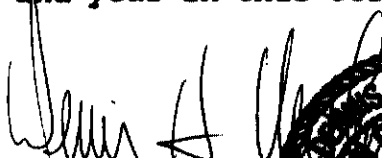
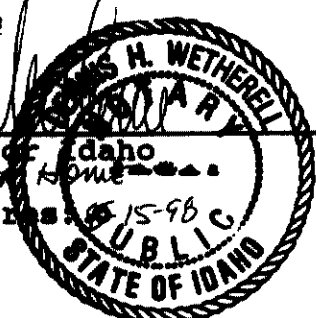
  
DAVID KNOX

  
RON HIDDLESTON

STATE OF IDAHO )  
 : ss  
COUNTY OF ELMORE )

On this 12<sup>th</sup> day of JANUARY, 1993, before me, the undersigned notary public in and for said county and state, personally appeared DAVID KNOX, an Incorporator of David's, Inc., known or identified to me that he is the person subscribed to the within instrument, and acknowledged to me that he executed the same.

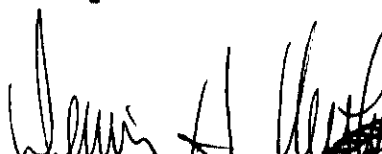
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

  
Notary Public for Idaho  
Residing at: MTV HOME  
Commission Expires: 5-15-98  


STATE OF IDAHO )  
 : ss  
COUNTY OF ELMORE )

On this 12<sup>th</sup> day of JANUARY, 1993, before me, the undersigned notary public in and for said county and state, personally appeared RON HIDDLESTON, an Incorporator of David's, Inc., known or identified to me that he is the person subscribed to the within instrument, and acknowledged to me that he 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.

  
Notary Public for Idaho  
Residing at: MTV HOME  
Commission Expires: 5-15-98  
