



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

THE WARREN CORPORATION

was filed in the office of the Secretary of State on the **Ninth** day of **September**, A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **130** 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 **Boise** in the County of **Ada**.

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 **9th** day of **September**, A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

THE WARREN CORPORATION

KNOW ALL MEN BY THESE PRESENTS

THAT WE, THE UNDERSIGNED, EACH BEING A NATURAL PERSON OF FULL AGE AND A CITIZEN OF THE UNITED STATES OF AMERICA, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF IDAHO, AND DO HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION.

I.

The name of this corporation shall be:

THE WARREN CORPORATION

II.

The term of existence of this corporation shall be perpetual.

III.

The registered office of this corporation in the State of Idaho, shall be located in the Village of Garden City, Ada County, Idaho, and the post office address of such registered office shall be 3623 Chinden Boulevard, Garden City, Boise, Idaho.

IV.

The authorized capital stock of this corporation is One Hundred Thousand Dollars (\$100,000.00), divided into 1,000 shares of the par value of \$100.00 per share.

V.

The Board of Directors of this corporation shall consist of four members, and all of the powers of this corporation are here-

by conferred upon such Directors insofar as such powers may lawfully be vested in and exercised by such a Board.

VI.

This corporation hereby reserves the right to amend, alter, change, or repeal any provision of these Articles of Incorporation in the manner now provided, or which may hereafter be provided by law, and all rights, privileges and powers by these Articles, so conferred, are subject to this reservation.

VII.

This corporation proposes to engage in and carry on and shall have the power to engage in and carry on business enterprises and shall have and exercise certain powers and rights as follows:

(1) To engage in the sale and dispensing of beverages, both alcoholic and non-alcoholic, and food, operating as a cocktail lounge, night club, tavern and restaurant, and generally to purchase or otherwise acquire and operate restaurants, night clubs, cocktail lounges, taverns, and other recreational and entertainment enterprises, and to own, hold, lease, rent or sell such business or businesses.

(2) To purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in real estate; to purchase, lease, build, construct, erect, occupy, and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development, and construction of lands and buildings belonging to or to be acquired by this corporation, or any other person, firm or corporation.

(3) To purchase, subscribe for, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange,

or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities, contract, or obligations of any corporation or corporations, association or associations, domestic or foreign, and to pay therefor in whole or in part in cash or by exchanging therefor stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real and/or personal property, stocks, bonds, debentures, notes, evidences of indebtedness or other securities, contract or obligations, to receive, collect and dispose of any interest, dividends and income arising from such property and to possess and exercise in respect thereof, all the rights, powers, and privileges of ownership, including all voting powers on any stocks so owned.

To aid either by loans or by guaranty of security or in any other manner, any corporation, domestic or foreign, any shares of stock, or bonds, debentures, evidences of indebtedness or other securities whereof are held by this corporation, or in which it shall have any interest and to do any acts designed to protect, preserve, improve or enhance the value of any property at any time held or controlled by this corporation, or in which it at that time may be interested.

To enter into, make, perform, and carry out contracts of any kind for any lawful purpose with any persons, firms, associations or corporations.

To purchase, acquire, lease, own, and enjoy any and all such property real and personal, as may be reasonable or necessary for the carrying on of the business of the corporation.

(4) To purchase the good will, business, and other property of any individual, firm or corporation, as a going concern, and to assume all its debts, contracts, and obligations, provided said business is authorized by the powers contained herein. To construct, equip, and maintain buildings, work, factories, and plants. To install, maintain, and operate all kinds of machinery and appliances; and generally to perform all acts which may be deemed necessary or expedient for the proper and successful prosecution of the objects and purposes for which the corporation is created.

(5) To engage in any lawful business in any lawful manner in any place in this State, nation, or any place or country in the world, whenever desired and upon compliance and in accordance with and pursuant to the laws, rules, statutes, treaties, regulations and customs thereof, including foreign trade, shipping, air, water, rail, automotive, or other transportation, manufacturing, public utilities, mining and development of minerals, oil production, refining, marketing and related businesses, investments, or other business or businesses, operation of hotels, lodging, or housing accommodations of every kind and description, and any other lawful business now or hereafter authorized to be conducted lawfully in this or any other country in the world.

(6) To do each and all things set forth to the same extent and as fully as natural persons might or could do in the State of Idaho or in any other state or place.

(7) In furtherance, and not in limitation of the powers hereinbefore conferred upon this corporation, such corporation shall be further empowered to do all and singular any of these things; to perform any act and to engage in any enterprise, or

transaction which may be necessary, suitable or convenient in the exercise of any power or right herein provided for said corporation or conferred upon it by the laws of the State of Idaho, or by the principals of the commonlaw.

(8) The foregoing clauses shall be construed as objects, purposes and powers; and it is hereby expressly provided that any enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

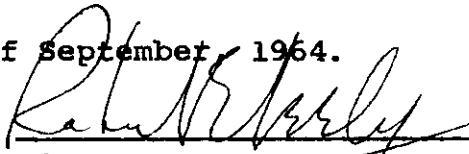
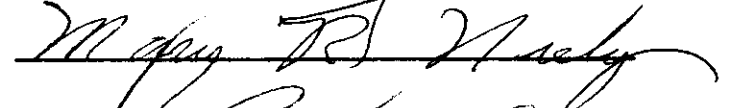
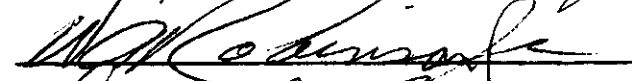
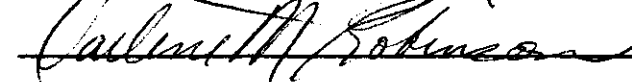
(9) From time to time the capital stock may be increased according to law, and may be issued in such amounts and proportions as shall be determined by the Board of Directors, and as may be permitted by law.

VIII.

The amount of capital stock actually subscribed is four (4) shares, and the following are the names and places of residence of each of the incorporators who have subscribed to the said stock:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Robert E. Neely	2902 McKinney, Boise, Idaho	1
Mary R. Neely	2902 McKinney, Boise, Idaho	1
Wilbur A. Robinson, Jr.	3719 Clement Rd., Boise, Idaho	1
Darlene M. Robinson	3719 Clement Rd., Boise, Idaho	1

IN WITNESS WHEREOF, We, Robert E. Neely, Mary R. Neely, Wilbur A. Robinson, Jr., and Darlene M. Robinson, being all of the incorporators hereinabove named, have hereunto set our respective hands and seals this 9th day of September, 1964.

STATE OF IDAHO)
) ss.
County of Ada)

On this 9th day of September, 1964, before me, the undersigned, a Notary Public in and for said State, personally appeared Robert E. Neely, Mary R. Neely, Wilbur A. Robinson, Jr., and Darlene M. Robinson, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they 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.

Harold O. Christensen
Notary Public for Idaho
Residing at Boise Idaho
My comm. expires: Sept 12, 1967