

FILED

ARTICLES OF INCORPORATION

GENNY'S CAFÉ, INC.

SECRETARY OF STATE
STATE OF IDAHO

IDAHO SECRETARY OF STATE

08/17/1999 09:00
CK: 100 CI: 119400 BN: 242777

12.00.00 = 100.00 CORP # 2

0130089

The undersigned hereby establishes a general business corporation pursuant to the Idaho Business Corporation Act and adopts the following charter:

1. The name of the Corporation is Genny's Café, Inc.
2. The Corporation shall commence on August 12, 1999 and the period of its duration is perpetual.
3. The purposes for which the Corporation is organized includes the transaction of any or all lawful business, including, but not limited to, food sales, marketing and development and acquisitions related thereto.
4. The address of the initial registered office is 11725 W. Reutzel Dr., Boise, Idaho 83709 and the name of the initial registered agent is Genny B. Hibbs.
5. The initial Board of Directors who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are as follows:

V. Ray Hibbs, Jr. 11725 W. Reutzel Dr. Boise, Idaho 83709	Genny B. Hibbs 11725 W. Reutzel Dr. Boise, Idaho 83709
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6. The Board of Directors shall consist of two persons, all of whom need to be shareholders of the Corporation.
7. Each director shall hold office until the next annual meeting of the Corporation or until his successor shall have been duly elected and qualified.
8. The officers of the Corporation shall be a president, vice-president, and secretary-treasurer, and such other officers as the Board of Directors shall designate from time to time.
9. The officers of the Corporation shall be elected by the Board of Directors and shall hold office until their successors shall have been duly elected and qualified.
10. The duties and powers of the officers shall be such as are normal and customary for their respective positions and as are further designated by the Board of Directors.

1 11. The aggregate number of shares which the Corporation shall have authority to issue
2 is 100,000 shares of common voting stock with no par value per share. The amount of money
3 to be paid for each share will be determined by the Board of Directors as to the consideration to
4 be paid for such shares.

5 12. Shares shall be voted only by the holder of record or another shareholder of the
6 Corporation in accordance with a written proxy executed by a holder of record.

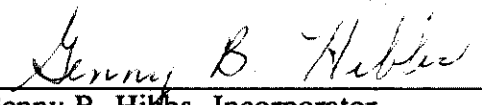
7 13. The shares of the Corporation held by a deceased or retired shareholder shall be
8 either redeemed or canceled by the Corporation, or transferred to another shareholder within six
9 months after the date of death or retirement. Shares shall not be transferred to non-shareholders
10 without first being offered at their fair market value to the remaining shareholders of the
11 Corporation in proportion to their respective share holdings. Shares not so redeemed or
12 transferred within the required period of time shall be canceled at the end of such period.

13 14. The name and address of the incorporator is as follows:

14 Genny B. Hibbs
15 11725 W. Reutzel Dr.
 Boise, Idaho 83709

16 The undersigned applies to the State of Idaho, by virtue of the laws of the land, for a
17 charter for the purposes and with the powers, etc., declared in the foregoing instruments.

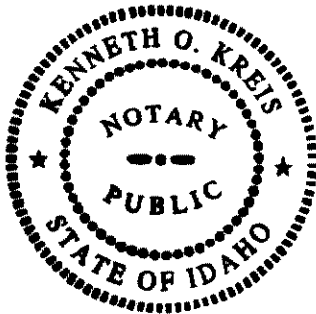
18 DATED this 12th day of August, 1999.

19 
20 _____
21 Genny B. Hibbs, Incorporator

1 STATE OF IDAHO }
2 County of Ada } ss.

3 On this 2nd day of August, 1999, before me, the undersigned, a Notary Public in and for
4 said State and County, personally appeared Genny B. Hibbs, known to me to be the person whose
5 name is subscribed to the within and foregoing instrument, and acknowledged to me that she
6 executed the same.

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



Kenneth O. Kreis
Notary Public for Idaho
Residing at: Boise
My Commission Expires: 6-29-2000