

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

**THREE KING DISTRIBUTING CO., INC.**

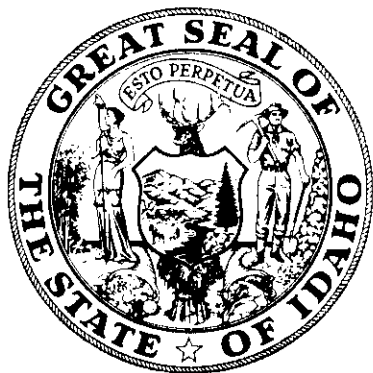
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**THREE KING DISTRIBUTING CO., INC.**

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: **November 3, 1983**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION 3 10 40 AM '83  
OF  
THREE KING DISTRIBUTING CO., INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, as set forth in Title 30, Idaho Code, Volume 5B, do hereby certify as follows:

I.

The name of the Corporation is THREE KING DISTRIBUTING CO., INC..

II.

That nature of the business and the objects and purposes for which said corporation is formed are:

1. To purchase, rent, lease, design, patent, manufacture, produce, and otherwise acquire, own, hold, deal in, prepare for market, sell, exchange, lease or assign, and otherwise dispose of, operate, provide service for, and deal with, either as principal or agent, and upon commission or otherwise, any and all types of vending machines or vending devices, whether operated manually, mechanically, electrically, or otherwise, now in use or which may be hereafter invented or created.

2. To erect, construct, establish, purchase, lease, and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell, and otherwise dispose of, restaurants, inns, taverns, cafes, cafeterias, grills, automats, buffets, diners, delicatessens, lunch rooms, coffee shops, luncheonettes, ice cream parlors, milk bars, candy stores, soda fountains, bakeries, kitchens, bars, saloons, cocktail lounges, banquet halls, catering establishments, concessions, and other eating and drinking places and establishments of every kind and

description, and checkrooms, newsstands, and cigar, cigarette, and tobacco stands and stores, and generally to conduct the business of restaurateurs, caterers, innkeepers, tobacconists, bakers, butchers, cooks, concessionaires, and purveyors, suppliers, preparers, servers, and dispensers of food and drink; and to engage in all activities, to render all services, and to buy, sell, use, handle and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto, or of use therein.

To manufacture, produce, treat, purchase, and otherwise acquire, cook, bake, and otherwise prepare, can, bottle, and otherwise package, and exchange, distribute, sell, and otherwise dispose of, handle, market, store, import, export, deal and trade in and with confections, extracts, syrups, food, and food products of every kind and description, coffee, tea, cocoa, wines, liquors, ale, beer, sodas, and other drinks and beverages of every kind and description, ice cubes, crushed and block ice, cigars, cigarettes, tobacco, and smoking supplies; and products, books, newspapers, magazines, and other publications, and all similar, kindred, and allied articles, products, and merchandise.

3. To manufacture, process, purchase, sell, and generally trade and deal in and with goods, commodities, wares, and merchandise of every kind, nature and description; to produce, raise, grow, process, and deal in and with agricultural products of every nature, whether products of plants, animals, or trees; to produce, raise, catch, take, process, and deal in and with fish, sea foods, and maritime products of every nature; to produce, raise, grow, cut, process, and deal in and with timber and forest products of every nature; to extract, mine for, process, and deal in and with mineral products of every nature; to own, operate, and carry on a transportation business as a private, contract or common carrier by any

means of transportation whatsoever; to engage and participate in any mercantile, manufacturing, industrial, trading, agricultural, fishing, lumbering, maritime, mining, or mineral extractive, or transportation business of any kind or character whatsoever; to build, equip, and operate any buildings, structures, factories, warehouses, or facilities, either for its own use and occupancy or for renting, leasing, letting, and operating to others, and to do any and every act or acts, thing or things necessary or incident to, growing out of, or connected with the usual conduct of such businesses, or any of them, or of any part or parts thereof, for the accomplishment of any of such purposes.

4. To engage in the transaction of any or all lawful business for which corporations may be incorporated under this act, Title 30, Idaho Code, Volume 5B.

### III.

This Corporation shall have all the power, authority and capacity set forth in the Idaho Business Corporation Act as now enacted or hereafter amended, including but not limited to the following:

1. To sue and be sued, complain and defend, in its corporate name.

2. To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

3. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real and personal property, or any interest therein, wherever situate.

4. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or part of its property and assets.

5. To lend money and use its credit to assist its employees.

6. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

7. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

8. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

9. To conduct its business, carry on its operations and have offices and exercise the powers granted by the Act, within or without this state.

10. To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

11. To make and alter bylaws, not inconsistent with its articles or incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

12. To pay pensions and establish pension plans, pension trust, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

13. To be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust or other enterprise.

14. To have and exercise all powers necessary or convenient to effect its purposes.

IV.

The Corporation shall have perpetual existence unless sooner terminated.

V.

The location and post office address of the initial registered office of the corporation is located at 4935 Spraker, in the City of Chubbuck, County of Bannock, State of Idaho, or at such other place as the Board of Directors shall designate, and Kenneth V. Hartvigsen, 410 East Bonneville, Pocatello, Idaho, shall serve as the initial registered agent of the corporation.

VI.

The capital stock of the corporation shall be \$6,000.00, comprised of 6,000 shares of common stock of the par value of \$1.00 per share. Any non-issued shares herein authorized may be issued from time to time by the corporation in such manner, amounts, and proportions, and for such consideration as shall be determined from time to time by the Board of Directors. Shareholders shall have no pre-emptive rights.

VII.

Each outstanding share of stock shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders.

VIII.

The Board of Directors of the corporation shall consist of one (1) or more members, unless otherwise modified from time to time by amendment to the Articles of Incorporation. All directors shall be elected annually in accordance with the provisions of the Idaho Code 30-1-36. There shall be no classification of directors or staggering of their terms.

IX.

The names and post office addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Kenneth V. Hartvigsen	410 East Bonneville Pocatello, Idaho 83201
Melvin R. Hardy	4935 Spraker Chubbuck, Idaho 83202

IX.

The names and post office addresses of the members of the initial Board of Directors of the Corporation, who shall serve until the first meeting of shareholders or until their successors have been duly elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Kenneth V. Hartvigsen	410 East Bonneville Pocatello, Idaho 83201
Melvin R. Hardy	4935 Spraker Chubbuck, Idaho 83202

IN WITNESS WHEREOF, we have hereunto set our hands this 28<sup>th</sup> day of October, 1983.

Kenneth V. Hartvigsen

Melvin R. Hardy

STATE OF IDAHO           )  
                                  ) ss  
County of Bannock        )

On this 28<sup>th</sup> day of October, 1983, before me the undersigned Notary Public, personally appeared Kenneth V. Hartvigsen, known to me to be the person whose name is 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.

Barbara Fulgore  
Notary Public for Idaho  
Residing at Pocatello, Idaho

STATE OF IDAHO           )  
                                  ) ss  
County of Bannock        )

On this 28<sup>th</sup> day of October, 1983, before me the undersigned Notary Public, personally appeared Melvin R. Hardy, known to me to be the person whose name is 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.

Barbara Fugler  
Notary Public for Idaho  
Residing at Pocatello, Idaho