

FILED EFFECTIVE

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
NORTHWEST GOLDEN BUFFETS, INC.

2012 MAR 12 AM 10:01

SECRETARY OF STATE
STATE OF IDAHO

ARTICLE I

The name of the corporation shall be known as ***Northwest Golden Buffets, Inc.***, hereinafter referred to as the "corporation".

ARTICLE II

The corporation is and shall be a for profit corporation, and is formed pursuant to, and in accordance with the provisions of Idaho Code Title 30-1-101, Idaho Business Corporation Act and Idaho Code 30-1-202, et al. The period of duration of the corporation shall be perpetual.

ARTICLE III

The number of shares the corporation is authorized to issue is 1000 at a par value equal to the assets of the corporation at the time of distribution and determined thereafter by the fixed and liquid assets at the time of sale of shares.

The names and addresses of the initial Board of Directors are:

Fotheringham, Russell and Leah
17122 E Daybreak Lane
Spokane Valley, WA 99016

Henderson, Gary and Kathryn
129 South 850 East
Pleasant Grove, UT 84062

Henderson, Paul and Pamela
990 Chaparral Dr.
Mesquite, NV 89027

Leavitt, Curtis and Carmen
P.O. Box 51598
842 N. 106th
Mesa, AZ 85207

Leavitt, Larry and Ardis
P.O. Box 455
24 Glacier Loop Rd.
Bayview, ID 83803

C193269

The initial officers of the corporation are as follows:

Larry Leavitt	President
Pamela Henderson	Vice President
Leah Fotheringham	Secretary
Ardis Leavitt	Treasurer

ARTICLE IV

Terms of the officers and election procedures shall be as established in the bylaws. The members of the Board shall be entitled to vote in person, by proxy, or by email in any meeting of the Board, as shall be provided by the bylaws, whether for the election of officers or for any other corporate purpose. Proxy representation may be in the form of personal representation, teleconference, or other electronic media such as email.

ARTICLE V

The Corporation shall conduct business as a buffet/grill restaurant consistent with a franchise agreement with Golden Corral Franchising Systems, Inc. (the Franchisor) dated January 4, 2012 and shall be compliant with Franchisor's policies, procedures, and standards during the conduct of this corporation.

ARTICLE VI

The Board of Directors shall manage the affairs of the corporation and approve all corporate related transactions. The buffet/grill restaurant shall be managed and operated by the General Manager under the direction of the Board of Directors.

ARTICLE VII

All shareholders of the corporation shall serve on the Board of Directors.

ARTICLE VIII

The principle place of business is Kootenai County, Idaho. The Board of Directors may from time to time establish and maintain such other place of business and such other office as may be useful in transacting the affairs of the corporation. The name and address of the initial registered office of the corporation shall be **Northwest Golden Buffets, Inc.**, PO Box 455, Bayview, Idaho 83803. The name and address of the initial registered agent of the corporation shall be **Larry J. Leavitt**, 24 Glacier Loop Road, Bayview, Idaho 83803.

ARTICLE IX

The corporation may be dissolved with the assent given by Members of the Board by not less than seventy five percent (75%) of the voting shares. Upon dissolution of the corporation, the assets of the corporation shall be allotted to corporate members equal to their share holdings in the corporation.

ARTICLE X

Amendment of these Articles shall require the assent of not less than seventy-five percent (75%) of the voting shares of the Board.

ARTICLE XI

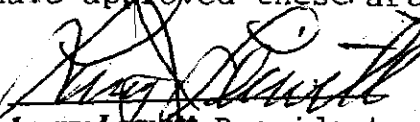
The affairs of the corporation shall be governed by the Board of Directors who shall meet at least once per year or as convened by the President. The President or any board member may request a meeting. The Board shall have a quorum of seventy five percent (75%) of the voting shares in attendance for all decisions affecting the business of the corporation.

ARTICLE XII

In witness whereof, ~~we the shareholders~~ have approved these ^{amended & restated} articles appearing opposite the respective signatures.

Dated this 27 day of February, 2012

Dated this 10th day of February, 2012

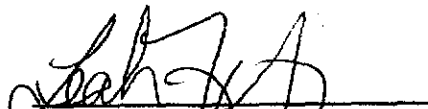

Larry Leavitt President


Pamela Henderson

Dated this 10th day of February, 2012


Paul Henderson

Dated this 27 day of February, 2012


Leah Fotheringham

Dated this 27 day of February, 2012


Ardis Leavitt

Dated this 12 day of February, 2012


Gary Henderson

Dated this 15 day of February, 2012


Kathryn Henderson

Dated this 22 day of February, 2012


Curtis Leavitt

Dated this 22 day of February, 2012


Carmen Leavitt

Dated this 22 day of February, 2012


Russell Fotheringham