

2005 DEC 19 AM 9:19
ARTICLES OF INCORPORATION
OF
MAXIE'S PIZZA & PASTA CO.
SECRETARY OF STATE
STATE OF IDAHO

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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural citizens of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general laws of the State of Idaho, do hereby certify as follows:

ARTICLE I

The name of the Corporation shall be " MAXIE'S PIZZA & PASTA CO.".

ARTICLE II

The Corporation's purposes are: To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the purposes set out herein or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to have and to exercise all powers conferred by the laws of the State of Idaho on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

ARTICLE III

The Corporation is to have perpetual existence.

IDAHO SECRETARY OF STATE
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ARTICLE IV

The location and post office address of the Corporation's registered office in this state shall be 170 Blue Lakes Boulevard, Twin Falls, Idaho, 83301. That Michael Russell Hayes shall be the registered agent, whose address is 170 Blue Lakes Boulevard, Twin Falls, Idaho, 83301.

ARTICLE V

The total number of shares which the Corporation is authorized to issue is 1000 shares. Said stock shall be no par value stock.

ARTICLE VI

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

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Michael Russell Hayes	509 Diamond Drive Kimberly, ID 83341	100
Brenda Irene Hayes	509 Diamond Drive Kimberly, ID 83341	100

The above named incorporators shall also be the initial Directors.

ARTICLE VII

The Board of Directors shall consist of two (2) Directors. During the term of their office, or thereafter, the number of Directors shall be increased or decreased from time to time as provided by the By-Laws; provided, however, that the number of Directors constituting the Board shall not be less than one nor more than three (3).

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors shall be elected and qualified are as follows:

Michael Russell Hayes, 509 Diamond Drive, Kimberly, Idaho 83341

Brenda Irene Hayes, 509 Diamond Drive, Kimberly, Idaho 83341 .

ARTICLE VIII

The power to appeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the Directors, as well as on the shareholders, to be exercised by such vote of the Directors or of the allotted shares, as the case may be; provided, however, not less than a majority thereof as may be fixed by the By-Laws.

ARTICLE IX

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration that the Board of Directors shall determine.

ARTICLE X

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capitol stock of such corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any Director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any Director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors or the company which shall authorize such contract or transaction and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such Director or office of such other corporation and not so interested.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 14th day of December, 2005.


MICHAEL RUSSELL HAYES


BRENDA IRENE HAYES