



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

CHAPIN CATERING SERVICE, INC.

was filed in the office of the Secretary of State on the **Eleventh** day
of **August**, A.D. One Thousand Nine Hundred **Sixty-four** and
duly recorded on Film No. **129** 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 **11th** day of **August**,
A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
CHAPIN CATERING SERVICE, INC.

* * * * *

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being natural persons of full age and citizens of the United States and citizens and residents of the State of Idaho, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Laws of the State of Idaho, and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

ARTICLE I

The name of the corporation is CHAPIN CATERING SERVICE, INC.

ARTICLE II

The purposes and objects for which the corporation is formed are:

A. To acquire, own, lease, manage and operate restaurants and restaurant facilities, including the dispensing of alcoholic beverages; to act as caterers of food and beverages, together with all of the services incidental and/or necessary and convenient thereto for private and public occasions, without limitation.

B. To buy, sell, acquire, hold, own, mortgage, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, goods, wares and merchandise of every kind, nature and description.

C. To buy, sell, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings and real property, hereditaments and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do, and without limit as to amount.

D. To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, transfer, exchange, mortgage, pledge or otherwise dispose of, any shares of capital stock, scrip, bonds, mortgages, securities or evidences of indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder or owner thereof, to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon;

E. To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agency thereof.

F. To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, set over, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation,

upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law.

G. To acquire, hold, sell, re-issue or cancel any shares of its own capital stock; provided, however, that this corporation may not use any of its funds or property for the purchase of its own capital stock when such use would cause any impairment of the capital of this corporation; and provided, further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly;

H. To purchase or otherwise acquire the whole or any part of the property, assets, business and goodwill of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired; and to exercise all the powers necessary or convenient in and to the conduct, management and carrying on of such business.

I. To organize, incorporate or re-organize subsidiary corporations and joint stock companies and associations for any purpose permitted by law.

J. To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agent, contractors, trustees, or otherwise, and either alone or in connection with any person, firm, association or corporation; and

K. To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of said State, or under any act amendatory thereof or supplemental thereto or substituted therefor.

The foregoing clauses are to be construed both as objects and powers, and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the Act hereinbefore referred to, or any amendment thereof or supplemental thereto or substituted therefor, may not at any time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the foregoing subparagraphs A to K, inclusive, of Paragraph II of these Articles of Incorporation, shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to or inference from the terms of any other subparagraph, clause or paragraph of these Articles of Incorporation.

ARTICLE III

The corporation is to have perpetual existence.

ARTICLE IV

The location of the principal office for the transaction of business of the corporation shall be in the City of Boise, County of Ada, State of Idaho.

ARTICLE V

The amount of the capital stock of this corporation is Fifty Thousand Dollars (\$50,000.00), which shall be divided into Five Hundred (500) shares of the par value of One Hundred Dollars (\$100.00) per share, all of which stock shall have equal rights and privileges.

ARTICLE VI

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

ARTICLE VII

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

<u>Name</u>	<u>P. O. Address</u>	<u>No. of Shares</u>
H. Judson Chapin, Jr.	1924 Sunrise Rim Rd. Boise, Idaho	One
Madis C. Chapin	1924 Sunrise Rim Rd. Boise, Idaho	One
Louise L. Owens	6815 Pomona Boise, Idaho	One

ARTICLE VIII

The number of Directors in the corporation shall be specified in the By-Laws, and such number may be from time to time increased or decreased, in such manner as may be prescribed by the By-Laws of the corporation; provided, however, that the number of Directors of the corporation shall not be less than three nor more than seven. Provided, further, that the first Board of Directors shall be three in number. Said Board of Directors shall be entitled to elect

from among its members an executive committee to act for said Board, the same to consist of not less than three members. In the event of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the stockholders, and until their successors are elected and duly qualified.

ARTICLE IX

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation, and to adopt new By-Laws, and the corporation reserves the right to amend, endorse, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, by a majority vote of the shareholders, represented in person or by proxy, at any annual meeting of the shareholders, or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 11th day of August, 1964.


H. JUDSON CHAPIN, JR.


MADIS C. CHAPIN

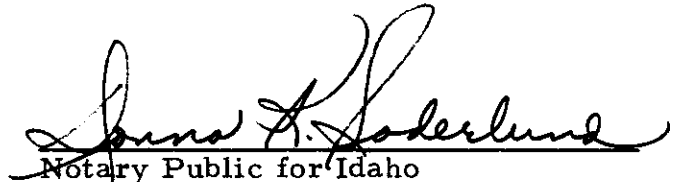

LOUISE L. OWENS

STATE OF IDAHO)
) ss.
County of Ada)

On this 11th day of August, 1964, before me, the undersigned, a Notary Public in and for said State, personally appeared H. JUDSON CHAPIN, JR., MADIS C. CHAPIN, and LOUISE L. OWENS, known to
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me to be the persons whose names are subscribed to the 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.


Notary Public for Idaho
Residence: Boise, Idaho