

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

SPANARDOS, 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 the above named corporation, 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: March 23, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

By

*Ange Hoke*

**ARTICLES OF INCORPORATION**  
**of**  
**SPANARDOS, INC.**

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I, the undersigned, acting as incorporator of a corporation under the Idaho Corporation Act, adopt the following Articles of Incorporation for such corporation:

**FIRST**

The name of the corporation is SPANARDOS, INC.

**SECOND**

The location of the registered office of the corporation in the State of Idaho is 5850 Mullin Trail Rd., Coeur d'Alene, Idaho 83814.

**THIRD**

The name and address of the registered agent of the corporation is, Glen Moering and the registered office of the corporation is 5850 Mullin Trail Rd., Coeur d'Alene, Idaho 83814.

**FOURTH**

The period of its duration is perpetual.

**FIFTH**

The purpose or purposes for which the corporation is organized is to own and operate a restaurant and the transaction of any or all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

**SIXTH**

The aggregate number of shares which the corporation shall have authority to issue is Five-Hundred Thousand (500,000) shares with no par value.

#### SEVENTH

Any one or more of the Directors may be removed either with or without cause, at any time, by a vote of the stockholders holding a majority of the stock at any special meeting called for that purpose.

#### EIGHTH

The number of directors constituting the initial Board of Directors of the corporation shall be not less than one (1) nor more than five (5), and the names and addresses of persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Glen Moering

5850 Mullin Trail Road  
Coeur d'Alene, Idaho 83814

#### NINTH

The name and address of the incorporator is:

Glen Moering  
5850 Mullin Trail Rd.  
Coeur d'Alene, Idaho 83814

#### TENTH

The incorporator subscribes to the following shares:

Glen Moering

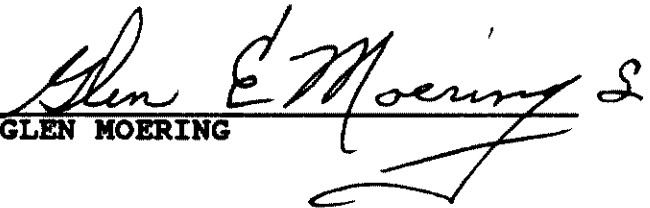
500,000

#### ELEVENTH

The personal liability of each director is eliminated provided that this provision shall not limit the liability of a director for those acts identified in Idaho Code 30-1-54 (2) (a) (b) (c) and (d) as said provisions are presently enacted or hereafter modified.

DATED this 18 day of March, 1992.

INCORPORATOR:

  
GLEN MOERING