



CERTIFICATE OF INCORPORATION
OF

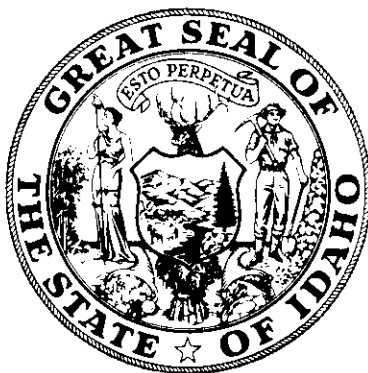
BAINCO RESTAURANT EQUIPMENT, INC. OF IDAHO

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 BAINCO RESTAURANT EQUIPMENT, INC. OF IDAHO

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: **February 6, 1984**



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
BAINCO RESTAURANT EQUIPMENT, INC. OF IDAHO

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SECRETARY OF STATE

We, the undersigned, natural persons of the age of twenty-one (21) years or more, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Corporate Name

The name of this Corporation is BAINCO RESTAURANT EQUIPMENT, INC. OF IDAHO.

ARTICLE II

Duration of the Corporation

The period of duration of this Corporation is perpetual.

ARTICLE III

Purpose

The general purpose and objectives for which the Corporation is organized are engaging in the sales and service of restaurant and bar equipment and for such other purposes and shall have such other powers as allowed and provided by law.

ARTICLE IV

Shares

The aggregate number of shares which this Corporation shall have authority to issue is 50,000 shares of common stock of a par value of One Dollar (\$1.00) per share. All shares of common stock of this Corporation shall be of the same class and shall have the same rights and preferences. Fully paid shares of common stock of this Corporation shall not be liable to any further call or assessment.

ARTICLE V

Pre-emptive Rights

The authorized shares of common stock of this Corporation may be issued at such time, upon such terms and conditions, and for such consideration as the Board of Directors of this Corporation shall determine; provided, however, that the shareholders shall have pre-emptive rights to acquire unissued shares of common stock of this Corporation.

ARTICLE VI

Voting of Shares

As to all actions to be voted on by the shareholders, each holder of common stock of the Corporation shall be entitled to one vote for each share of such stock standing in his name on the books of the Corporation, provided however, that for the purpose of electing directors the principle of cumulative voting shall apply.

ARTICLE VII

Commencing Business

This Corporation shall not commence business until consideration of a value of at least One Thousand Dollars (\$1,000.00) shall have been received by this Corporation for the issuance of its shares of common stock.

ARTICLE VIII

By-Laws

The Directors shall and the shareholders may adopt By-Laws which are not inconsistent with law or these Articles of Incorporation for the regulation and management of the affairs of this Corporation. These By-Laws may be amended from time to time, or repealed, pursuant to law.

ARTICLE IX

Registered Office and Agent

The address of this Corporation's initial registered office and the name of its original registered agent at such address is:

Jeffery M. Rickett
Bainco Restaurant Equipment, Inc.
7417 Mossy Cup Street
Boise, Idaho 83709

ARTICLE X

Directors

The number of Directors constituting the initial Board of Directors of this Corporation is four (4), and subsequent to the organizational meeting of this Corporation, the number of Directors shall be determined by the By-laws of this Corporation. The names and addresses of the persons who are to serve as Directors until the First Meeting of Shareholders of this Corporation or until their successors are elected and qualified, are:

<u>Name</u>	<u>Address</u>
Steven S. Bagley	3759 South 2140 East Salt Lake City, Utah 84109
Donald D. Bain	8006 McLain Mt. Circle Salt Lake City, Utah 84121
Carl T. Jensen	5969 Sultan Circle Murray, Utah 84107
Bradley K. Davies	151 East 500 South Farmington, Utah 84025

ARTICLE XI

Incorporators

The names and addresses of each incorporator is:

<u>Name</u>	<u>Address</u>
Donald D. Bain	8006 McLain Mt. Circle Salt Lake City, UT 84121
Steven S. Bagley	3759 South 2140 East Salt Lake City, UT 84109
Carl T. Jensen	5969 Sultan Circle Murray, UT 84107

ARTICLE XII

Officers and Directors Contracts

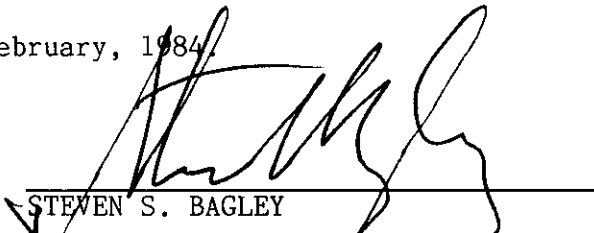
No contract or other transaction between this Corporation and any other corporation shall be affected by the fact that a Director or Officer of this Corporation is interested in, or is a Director or other officer of such other corporation. Any Director, individually or with others, may be a party to, or may be interested in any transaction of this Corporation or any transaction in which this Corporation is interested. No contract or other transaction of this Corporation with any person, firm or corporation shall be affected by the fact that any Director of this Corporation (a) is a party to, or is interested in, such contract, act or transaction, or (b) is in some way connected with such person, firm or corporation. Each person who is now or may become a Director of this Corporation is hereby relieved from and indemnified against liability that might otherwise obtain in the event such Director contracts with this Corporation for the benefit of himself or any firm, association or corporation in which he may be interested in any way, provided said Director acts in good faith.

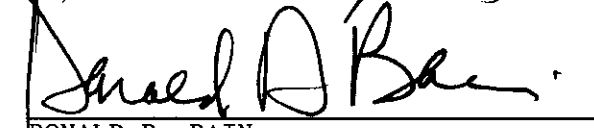
ARTICLE XIII

Section 1244 Stock

Shares of stock of this Corporation authorized and issued pursuant to these articles are, for purposes of the Internal Revenue Code, authorized and issued in compliance with and as prescribed by Section 1244 of the Internal Revenue Code of 1954, as amended, and shall be known as Section 1244 Stock.

DATED this 1st day of February, 1984.


STEVEN S. BAGLEY


DONALD D. BAIN


CARL T. JENSEN

STATE OF Idaho)
Ada) ss.
COUNTY OF SALT LAKE)

I, the undersigned Notary Public, hereby certify that Steven S. Bagley, Donald D. Bain, and Carl T. Jensen, personally appeared before me, and being sworn by me, severally declared that they are the persons who signed the foregoing instrument as incorporators and that the statements therein contained are true.


NOTARY PUBLIC

Residing at: Bonneville, Idaho

My Commission expires:

Life Term