

**FILED EFFECTIVE**

2018 AUG 27 PM 2:54

SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION  
FOR  
TACOS EL RANCHO, INC.**

The undersigned, under the provisions of Title 30, Chapter 29, Idaho Code, submits to the Secretary of State the following Articles of Incorporation of the corporation in their entirety to read as follows:

**ARTICLE I  
Name of the Corporation**

The name of the corporation is Tacos El Rancho, Inc.

**ARTICLE II  
Authorized Shares**

**2.1 Number of Shares.** The corporation is authorized to issue 1,000 shares of no par value common stock.

**2.2 Rights of Common Stock.** The holders of the common stock shall have unlimited voting rights and the right to receive the net assets of the corporation upon dissolution.

**2.3 Preemptive Rights.** The corporation elects to have preemptive rights.

**2.4 Voting of Common Stock.** Except as otherwise required by law, each outstanding share of common stock is entitled to one vote on each matter voted on at a shareholder's meeting.

**ARTICLE III  
Registered Office Address and Agent**

The address of the registered office of the corporation is 103 W. Main Street, Middleton, Idaho 83644. The name of the registered agent at such address is Carlos Navarrete.

IDAHO SECRETARY OF STATE  
**08/27/2018 05:00**  
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1@ 20.00 = 20.00 EXPEDITE C #3

C218863

## **ARTICLE IV Incorporator**

The name and address of the Incorporator is:

Todd A. Rossman, 5660 E. Franklin Road, Suite 220, Nampa, Idaho 83687.

## **ARTICLE V Address for Notices**

The mailing address of the corporation is: 103 W. Main Street, Middleton, Idaho 83644.

## **ARTICLE VI Board of Directors**

**6.1 Number of Directors.** The size of the Board of Directors shall be as set forth in the Bylaws of the corporation.

**6.2 Vacancy.** Any vacancy occurring in the Board of Directors, including any directorship to be filled by reason of any increase in the number of Directors, may be filled by the affirmative vote of a majority of the remaining Directors, although less than a quorum of the Board of Directors, or by the sole remaining Director. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office, if any.

## **ARTICLE VII Liability of Directors**

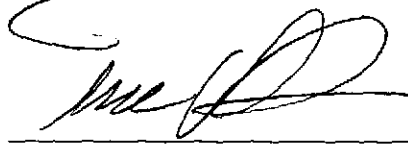
No Director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a Director; provided that this Article VII shall not eliminate the liability of a Director for any act or omission for which such elimination of liability is not permitted under the provisions of Title 30, Chapter 29, Idaho Code.

## **ARTICLE VIII Indemnification**

**8.1 Indemnification.** The corporation shall indemnify any Director or officer of the corporation made a party to a proceeding because the person is or was a Director or an officer of the corporation against liability incurred in that proceeding; provided, however, no indemnification pursuant to this provision shall indemnify any Director or officer from or on account of (1) receipt of a financial benefit to which the Director or officer is not entitled; (2) an intentional infliction of harm on the corporation or its shareholders; (3) any unlawful distribution; or (4) an intentional violation of criminal law.

**8.2 Advancement of Expenses.** The corporation shall pay for or reimburse the reasonable expenses incurred by a Director or an officer who is a party to a proceeding in advance of the final disposition of the proceeding to the fullest extent permitted by law.

Dated this 27<sup>th</sup> day of August, 2018.

A handwritten signature in black ink, appearing to read 'Todd A. Rossman', written over a horizontal line.

TODD A. ROSSMAN,  
INCORPORATOR