



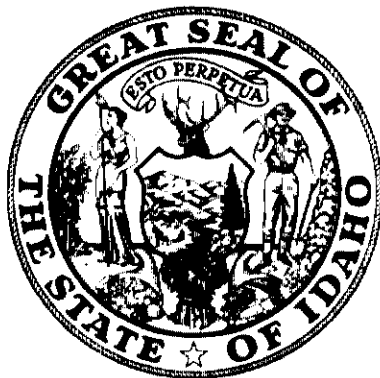
CERTIFICATE OF INCORPORATION  
OF

**LAMB INVESTMENTS, 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 22, 1985**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by:

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ARTICLES OF INCORPORATION

OF

LAMB INVESTMENTS, INC.,

\*\*\*\*\*

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, being a natural person of full age and a citizen of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, as set forth in Title 30, Idaho Code, Volume 5B, do hereby certify as follows:

I.

The name of the corporation is LAMB INVESTMENTS, INC..

II.

The nature of the business and the objects and purposes for which said corporation is formed are:

(1) To lease, purchase, own, maintain, and operate hotels, motels, restaurants, bars, cocktail lounges, and any other businesses incidental thereto.

(2) To acquire, own, and maintain liquor, beer, and wine licenses as are required from time to time by the appropriate regulatory bodies before offering such beverages for retail sale to the public.

3. The transaction of any and all lawful business for which corporations may be incorporated under the laws of the state of Idaho, as now existing or hereafter amended.

### III.

This Corporation shall have all the power, authority and capacity set forth in the Idaho Business Corporation Act as now enacted or hereafter amended, including but not limited to the following:

(1) To sue and be sued, complain and defend, in its corporate name.

(2) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(3) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real and personal property, or any interest therein, wherever situate.

(4) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(5) To lend money and use its credit to assist its employees.

(6) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other

domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(7) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge all of or any of its property, franchises and income.

(8) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(9) To conduct its business, carry on its operations and have offices and exercise the powers granted by the act, within or without this state.

(10) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(11) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(12) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

(13) To be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust or other enterprise.

(14) To have and exercise all powers necessary or convenient to effect its purposes.

IV.

The corporation shall have perpetual existence unless sooner terminated.

V.

The location and post office address of the initial registered office of the corporation is located at 405 West Whitman, P. O. Box 967, Pocatello, County of Bannock, State of Idaho, 83204, or at such other place as the Board of Directors shall designate, and Lamont Jones, P. O. Box 967, Pocatello, Bannock County, Idaho, 83204, shall serve as the initial registered agent of the corporation.

VI.

The capital stock of the corporation shall be \$10,000 comprised of 100 shares of common stock of the par value of \$100 per share.

VII.

Each outstanding share of stock shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders, except that at all elections of the directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which he would be entitled to cast for the election of directors with respect to his shares of

stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number of directors to be voted for, or any two or more of them, as he may see fit.

VIII.

The Board of Directors of the corporation shall consist of one (1) member, unless otherwise modified from time to time by the by laws of the corporation. All directors shall be elected annually in accordance with the provisions of the Idaho Code 30-1-36, as currently enacted or hereafter amended. There shall be no classification of directors or staggering of their terms.

IX.

The name and post office address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lamont Jones	P. O. Box 967 Pocatello, Idaho 83204

X.

The names and post office addresses of the members of the initial Board of Directors of the Corporation, who shall serve until the first meeting of shareholders or until their successors have been duly elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lamont Jones	P. O. Box 967 Pocatello, Idaho 83204
John F. Challenger, Jr.	2806 Broxen Lane Boise, ID 83705

IN WITNESS WHEREOF, I have hereunto set my hand this 21<sup>st</sup>  
day of March, 1985.

Lamont Jones  
Lamont Jones

STATE OF IDAHO            )  
                                  ) ss  
County of Bannock        )

On this 21<sup>st</sup> day of March, 1985, before me the under-  
signed Notary Public, personally appeared LAMONT JONES, known or  
identified to me to be the person whose name is subscribed to the  
within instrument and acknowledged to me that he 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.

Barbara G. Jones  
Notary Public for Idaho  
Residing at Pocatello, Idaho