

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

PICKADILLY'S DINER, INC.

File number C 116856

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: October 21, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Scir Smock*

OCT 11 2 13 PM '96  
SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION  
OF  
PICKADILLY'S DINER, INC.  
AN IDAHO CORPORATION

IDAHO SECRETARY OF STATE  
DATE 10/11/1996 0900 31802  
CX #: 5974 CUST# 47636  
CORP  
100.00= 100.00

# C

ARTICLES

I

Name The name of this corporation shall be Pickadilly's Diner, Inc.

II

Purpose The purpose of this corporation shall be to carry on the business of operation of a restaurant and any other activity permitted by law.

III

Duration The duration of this corporation shall be perpetual.

IV

Names of Incorporators The incorporators of this corporation are Annette Dilley and Darlene Miller.

V

Agent for Service of Process COMES NOW Richard J. Hayden, P.S., by and through its president, Richard J. Hayden, and hereby consents to be the agent for the service of process on Pickadilly's Diner, an Idaho corporation. The address for the agent for the service of process is:

Richard J. Hayden, P.S.  
1400 E. Sherman  
Coeur d'Alene, ID 83814-4044

VI

Authorized Number and Type of Shares The corporation shall have only common stock. One hundred (100) shares shall be issued with no par value per share. The corporation shall not come into being until \$1,000.00, or more, in cash and other property is contributed by the incorporators.

## VII

### Initial Officers and Board of Directors

The number of directors on the initial board is two (2). Annette Dilley and Darlene Miller will be the officers of the corporation and serve as the members of the Board until the first meeting of the corporation. The president of the corporation shall be Annette Dilley. Annette Dilley shall be a member of the board and own 80% of the shares of voting stock. Darlene Miller shall be the vice-president and secretary and a member of the board and shall own 20% of the shares of voting stock. Annette Dilley and Darlene Miller both reside at the address below. The address of Ms. Dilley, Ms. Miller and Pickadilly's Diner is:

Star Route  
Highway 95 North  
P.O. Box 247  
Naples, Idaho 83847

## VIII

### Cumulative Voting and Preemptive Rights

The corporation shall not give to any of its stockholders the right of cumulative voting. Neither shall the corporation allow preemptive voting rights to the current members of the corporation.

## IX

### Profit

The corporation shall be organized to do business for a profit.

## X

### Place of Business

The principal place of business for the corporation will be Star Route, Highway 95 North, P.O. Box 247, Naples, Idaho 83847

## XI

### Consent of Agent

The above agent for the acceptance of the service of process has agreed to act in that capacity as evidenced by their affidavit regarding service of process attached as Exhibit "A" hereto.

XIII

Powers  
of the  
Corpo-  
ration

The powers of the corporation shall be set out in the bylaws, to be published and accepted by the members of the board at the first meeting.

XIV

Name        The corporation name has not been reserved.

DATED this 6<sup>th</sup> day of October, 1996.

STATE OF IDAHO        )  
                                      ) ss.  
County of Boundary    )


I, Annette Dilley, having read the above Articles of Incorporation, consent to serve in the capacities outlined and hereby state upon oath that the contents of said Articles are true to the best of my knowledge, information and belief.

  
ANNETTE DILLEY

I, Darlene Miller, having read the above Articles of Incorporation, consent to serve in the capacities outlined and hereby state upon oath that the contents of said Articles are true to the best of my knowledge, information and belief.

  
DARLENE MILLER

SUBSCRIBED AND SWORN to before me this 6<sup>th</sup> day of October, 1996 by Annette Dilley & Darlene Miller

  
NOTARY PUBLIC in and for the State  
of Idaho, residing at Maples  
My Commission Expires: 8-10-97

CAWORN DILLEY ARTICLES

**EXHIBIT "A"**

**CONSENT OF RICHARD J. HAYDEN, P.S., TO SERVE AS AGENT**

COMES NOW RICHARD J. HAYDEN, P.S., by and through its president, RICHARD J. HAYDEN, and hereby consents to be the agent for the service of process in the State of Idaho for Pickadilly's Diner, Inc., an Idaho corporation. The address for the agent for the service of process and registered office is:

Richard J. Hayden, P.S.  
1400 E. Sherman  
Coeur d'Alene, ID 83814-4044

This statement is made in compliance with the law. This corporation understands and will comply with the duties set out under the corporations code and will accept process, forward license renewal, and immediately notify the office of the Secretary of State in the event of its resignation or any change in the registered office address of the corporation for which Richard J. Hayden, P.S., a professional service corporation, is agent.

I, RICHARD J. HAYDEN, duly appointed and acting president of RICHARD J. HAYDEN, P.S., hereby warrant that I am authorized and hereby do agree, as president of Richard J. Hayden, P.S., to accept service for Pickadilly's Diner, as set out in its Articles of Incorporation.

  
RICHARD J. HAYDEN

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