

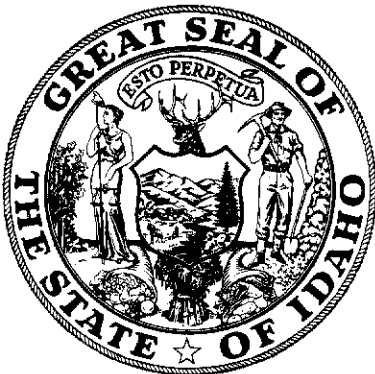
CERTIFICATE OF INCORPORATION
OF

CRUTCHER CORPORATION

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: June 26, 1986



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION
OF
CRUTCHER CORPORATION

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being four (4) natural persons of legal age, all of whom are citizens of the United States or of its territories or possessions, have this day voluntarily associated ourselves for the purpose of forming a private corporation under the laws of the State of Idaho, and to that end hereby adopt Articles of Incorporation as follows:

I

CORPORATE NAME That the name of this Corporation shall be CRUTCHER CORPORATION.

II

CORPORATE EXISTENCE That the period of existence and duration of life of this corporation shall be perpetual.

III

REGISTERED OFFICE The location of the registered office of this Corporation shall be: 824 Main St., Orofino, Idaho 83544.

IV

REGISTERED AGENT The registered agent for service of process of this Corporation shall be James M. Crutcher of 824 Main St., P.O. Box 1565, Orofino, Idaho 83544.

V

CORPORATE PURPOSE The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any of the things herein mentioned, as fully and to the extent as natural persons could do, in any part of the world, namely:

1. To deal in and to operate, finance, maintain and furnish the equipment and services of a business engaged in the retail sale of liquor and food. To purchase and hold in a corporate name any and all licenses necessary for the operation of the above-named enterprises and to buy, sell, rent, lease, encumber and to own any and all equipment in stock and trade necessary for the operation of the above-named enterprises and business, to buy, sell, rent, or lease any and all buildings and land necessary for the operation of said enterprises and business, and to provide all incidentals connected therewith or any way related thereto.

2. To undertake and carry on any business transactions or operations commonly undertaken or carried on by a business involved in the retail sale of liquor and food and generally to institute, enter into, assist, promote and to participate in any such business or operation.

3. To engage in any other business not forbidden by the laws of the State of Idaho or by these Articles of Incorporation.

4. To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the laws of that state, territory, district or possession of the United States, or by such foreign country.

5. To have and to exercise all the powers now or hereafter conferred by the laws of the State of Idaho upon a corporation organized pursuant to the laws under which said corporation is organized and any and all acts amendatory thereto and supplemental thereof.

VI

CAPITAL STOCK AND AUTHORIZED SHARES

1. The capital stock of this corporation shall be one hundred thousand dollars (\$100,000.00), divided into one hundred

thousand (100,000) authorized shares of common stock at one dollar (\$1.00) par value. The maximum number of shares the corporation may issue is 100,000. No distinction shall exist between the shares of this corporation and all such shares shall have the same right in the corporation.

2. Dividends. The holders of the capital stock shall be entitled to receive dividends as declared by the board of directors, out of the unreserved surplus of the corporation, as permitted by Idaho law, dividends payable either in cash, property, or in shares of the capital stock of the corporation.

3. Stock non-assessable. The private property of the stock holders of this corporation shall not be subject to the payment of the corporate debts to any extent whatsoever, and shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

4. Issuance of Stock. All or any portion of the capital stock may be issued for cash or in payment for real or personal property, services or any other right or thing of value for the uses and purposes of the corporation and when so issued shall become and be fully paid, the same as so paid for in cash at par, and the directors shall be the sole judge of the sufficiency of any property right or thing acquired in exchange for capital stock or debentures.

5. Increase of capital stock. From time to time the capital stock may be increased, according to law, and may be issued in such amounts and proportions which shall be determined by the Board of Directors and as may be permitted by law.

6. Voting Power. The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the common stock, who shall be

entitled to one vote to each share of common stock held by them of record.

VII

INCORPORATORS The names and address of the incorporators of the corporation and the number of shares subscribed for by each are as follows:

<u>Name</u>	<u>Address</u>	<u>Number of shares</u>
James M. Crutcher	824 Main St. P.O. Box 1565 Orofino, Idaho 83544	49,999
Betty A. Crutcher	824 Main St. P.O. Box 1565 Orofino, Idaho 83544	1
William G. Crutcher	107 N. Second Ave. Walla Walla, WA 99362	49,999
Earlene Crutcher	107 N. Second Ave. Walla Walla, WA 99362	1

VIII

BOARD OF DIRECTORS The initial board of directors shall consist of four (4) members. The number of members may be increased from time to time by amendment of the by-laws, but no decrease shall have the effect of shortening the term of any incumbent director. In the absence of a by-law fixing the number of directors, the numbers shall be four (4). The initial directors, to serve until the first annual meeting of the corporation shall be: James M. Crutcher and Betty A. Crutcher of 824 Main Street, Orofino, Idaho 83544 and William G. Crutcher and Earlene Crutcher of 107 N. Second Ave., Walla Walla, Washington 99362.

IN WITNESS WHEREOF, we have hereunto set our hands this 21st day of May, 1986.

INCORPORATORS

James M. Crutcher
James M. Crutcher

Betty A. Crutcher
Betty A. Crutcher

STATE OF IDAHO)
County of Clearwater) ss.

On this 21st day of May, 1986, before me the undersigned, a Notary Public for the State of Idaho, personally appeared James M. Crutcher and Betty A. Crutcher, husband and wife, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this day first above written.

Will G. Folbo
Notary Public for Idaho
Residing at Pierce,
therein.

My commission expires 7-11-91.

IN WITNESS WHEREOF, we have hereunto set our hands this 27th day of May, 1986.

INCORPORATORS

Wm G. Crutcher
William G. Crutcher

Earlene Crutcher
Earlene Crutcher

STATE OF ~~WASHINGTON~~ ^{Idaho})
County of ~~Walla Walla~~ ^{Clearwater}) ss.

On this 27th day of May, 1986, before me the undersigned, a Notary Public for the State of ~~Washington~~ ^{Idaho}, personally appeared William G. Crutcher and Earlene Crutcher husband and wife, known to me to be the persons whose names are

subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this day first above written.

Shirley K. Hobbs
Notary Public for ~~Washington~~ Idaho
Residing at Pierce,
therein.

My commission expires 7-11-91.