

State of Idaho

Department of State

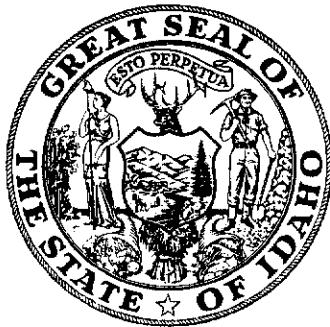
CERTIFICATE OF INCORPORATION OF

PALLY'S PIZZA, INC.
File number C 116199

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: August 23, 1996



Pete T. Cenarrusa
SECRETARY OF STATE
By *L. D. Wm. J.*

Aug 23 1:57 PM '96
SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
PALLY'S PIZZA, INC.**

The undersigned, acting as an incorporator under the provisions of the Idaho Corporation Act, adopts the following Articles of Incorporation.

I. NAME.

The name of this Corporation is PALLY'S PIZZA, INC.

II. PERIOD OF DURATION.

The duration of this Corporation is to be perpetual.

III. PURPOSES AND POWERS.

A. Purposes. The purposes for which this Corporation is organized are to transact and to engage in any and all lawful business activities for which corporations may be incorporated under the laws of the State of Idaho.

B. Powers. This corporation shall have all the powers specified in the Idaho Business Corporation Act.

IV. STOCK.

The aggregate number of shares which this Corporation shall have authority to issue is one thousand (1000) common shares, no par value. The Corporation shall not have the authority to issue shares in series.

V. REGISTERED OFFICE AND REGISTERED AGENT.

The address and post office box of the registered office of this corporation is Giacobbi Square, Unit 110, Fourth Street and Leadville Avenue, Ketchum, Idaho 83340, and Post Office Box 6872371996 0900 20584

ARTICLES OF INCORPORATION - 1

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Box 6534, Ketchum, Idaho 83340. The name of the initial registered agents of this corporation at that address are MICHAEL VIPHAM and CLIFFORD COONS.

VI. DIRECTORS.

The number of Directors shall be as specified in the Bylaws of this Corporation and such number may from time to time be increased or decreased in such manner as described in the Bylaws. The initial Board of Directors shall consist of two (2) members. The name and address of the persons who are to serve as directors until successors are elected and qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL VIPHAM	Post Office Box 6534 Ketchum, Idaho 83340
CLIFFORD COONS	Post Office Box 6505 Ketchum, Idaho 83340

VII. INCORPORATORS.

The names and addresses of the incorporators of this Corporation are also MICHAEL VIPHAM, at the above address, and CLIFFORD COONS, at the above address.

VIII. PROVISIONS FOR REGULATION OF CORPORATION'S INTERNAL AFFAIRS.

A. Meetings of Shareholders and Directors. Meetings of the Shareholders and Directors of this Corporation may be held either within or without the State of Idaho at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

B. Bylaws. The initial Bylaws of this Corporation shall be adopted by its Board of Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the Directors, as set forth in the Bylaws. The Bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the Idaho Business Corporation Act and these Articles of Incorporation.

C. **Compensation of Directors.** The Board of Directors shall not receive compensation for their services as directors. A director may serve the corporation in any other capacity and may receive compensation therefrom in any form.

D. **Contracts in which Directors have an Interest.** The Bylaws of the corporation shall provide for the handling of contracts or transactions in which Directors may have a financial interest, whether direct or indirect.

E. **Indemnification of Directors and Officers.** The Bylaws of the corporation shall provide for the circumstances in which Directors and officers of the corporation may be entitled to indemnification.

IX. AMENDMENT OF ARTICLES OF INCORPORATION.

These Articles of Incorporation may be amended in any respect conformable to the laws of the State of Idaho by an affirmative vote of more than seventy-five percent (75%) of the shareholders entitled to vote in a meeting of shareholders called for such purpose as prescribed by law.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executes these Articles of Incorporation, in duplicate, and certifies to the truth of the facts herein stated, this 22 day of August, 1996.

By: Michael Vipham
Michael Vipham, Incorporator

By: Clifford Coops
Clifford Coops, Incorporator

STATE OF IDAHO)
)
 County of Blaine) ss.

On this 22 day of August, 1996, before me, the undersigned, a Notary Public in and for said State, personally appeared MICHAEL VIPHAM, known 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 affixed my official seal the day and year in this certificate first above written.

Leila Snedl
Notary Public for Idaho
Residing at Blaine County
Commission expires 10/20/98

STATE OF IDAHO)
County of Blaine)
ss.

On this 22 day of August, 1996, before me, the undersigned, a Notary Public in and for said State, personally appeared CLIFFORD COONS, known 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 affixed my official seal the day and year in this certificate first above written.


Linda Bruck
Notary Public for Idaho
Residing at Blaine County
Commission expires 10/20/98