



CERTIFICATE OF INCORPORATION  
OF

*CATHAY CAFE, INC.*

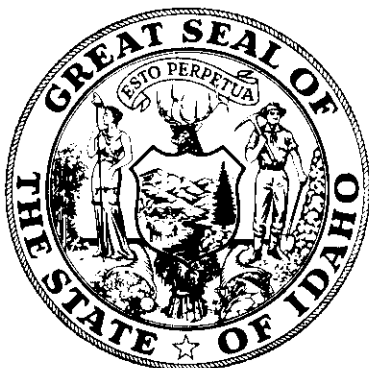
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

*CATHAY CAFE, INC.*

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: *January 29, 1981*



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION OF  
CATHAY CAFE, INC. OF STATE

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned individual being a natural person of lawful age and a citizen of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the provisions of Title 30, Chapter 1 of the Idaho Code, do hereby certify as follows:

I.

The name of the corporation is CATHAY CAFE, INC.

II.

The purposes for which said corporation is formed are:

To engage in and carry on a general business of selling, serving and dispensing of food and beverages: the operation of a restaurant, bar, nightclub and lounge; to purchase or otherwise acquire restaurants, bars and taverns and to own, hold, lease, rent or sell such business or businesses; to acquire, hold, own, sell and dispose of all necessary and proper licenses for such businesses; to buy, sell, trade, exchange and deal in any and all other articles or commodities deemed necessary, proper or desirable from time to time and to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Idaho.

III.

The corporation shall have perpetual existence.

IV.

There shall be but one class of stock which shall be designated as common

stock and which shall be non-assessable. The total authorized number of par value shares of such stock is ONE HUNDRED THOUSAND SHARES (100,000) , with the par value of \$1.00 per share , making a total authorized par value of ONE HUNDRED THOUSAND DOLLARS (\$100,000.00) . Transfer of shares of stock will be restricted by the By-Laws of the corporation.

V.

The name and P. O. address of the sole incorporator is William K. Hong ,  
45 N.W. Main, Blackfoot, Idaho 83221.

VI.

The registered office of the corporation shall be 45 N.W. Main , Blackfoot, Idaho 83221 and its initial registered agent at said address shall be William K. Hong .

VII.

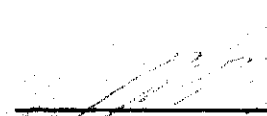
There shall be three directors of the corporation. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are,

<u>NAME</u>	<u>ADDRESS</u>
William K. Hong	45 N.W. Main Street Blackfoot, Idaho 83221
Helen Hong	45 N.W. Main Street Blackfoot, Idaho 83221
Jerry Hong	145 Doud Street Blackfoot, Idaho 83221

VIII.

By-Laws for the government and management of this corporation shall be adopted at the first meeting of the shareholders after the issuance of the Certificate of Incorporation.

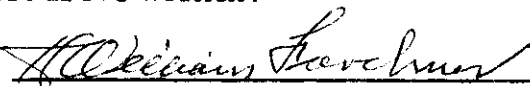
IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of December, 1980.

  
\_\_\_\_\_  
William K. Hong

STATE OF IDAHO            )  
                                  : ss  
County of Bingham        )

On this 30th day of December, 1980, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared WILLIAM K. HONG, known to me to be the person whose name is subscribed to the within and foregoing 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.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Blackfoot, Idaho

(SEAL)