

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

MAIER, 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: September 8, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Doris Dannewitz*

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SEC. OF STATE

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PETER B. WILSON
ATTORNEY AT LAW
P.O. BOX 749
BONNERS FERRY, IDAHO
83805-0749
TELEPHONE: 267-3127

ARTICLES OF INCORPORATION
OF
MAIER, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, whose names are hereto affixed, all of whom are bona fide residents and full-age citizens of the United States of America, do under and in pursuance of Idaho Code 30-1-1 et seq. as amended, and general corporation laws of said State, hereby organize, constitute and associate ourselves in accordance with these Articles, into a body politic, and corporate for the purposes hereinafter set forth and to that end we execute these Articles of Incorporation, and hereby certify, set forth and declare as follows:

I.

N A M E

The name of the corporation is MAIER, INC.

II.

P U R P O S E S

The purpose of this organization shall be:

To engage in any commercial, industrial, and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Idaho;

To generally engage in, do, and perform, any enterprise, act, or vocation that a natural person might or could do or perform;

To engage in the manufacture, sale, purchase, importing, and exporting of merchandise and personal property of all manner and description, to act as agents for the purchase, sale, and handling of goods, wares, and merchandise of any and all types and descriptions for the account of the corporation or as a factor, agent, procurer, or otherwise for or on behalf of another.

To introduce, erect, operate, conduct, manage, maintain, and carry on a restaurant, cafe, and cabaret business; to buy, sell, lease, or otherwise dispose of, and to operate, conduct, furnish, equip, and manage restaurants, inns, eating houses, taverns, cabarets, cafes, or places of entertainment, and generally to do and perform everything necessary for carrying out the aforesaid purposes; to buy, or otherwise acquire, manufacture, market, prepare for market, sell, deal in, and deal with, import, and export food and food products of very class and description, fresh, canned, preserved, or otherwise; and to prepare and serve all food, beverages, alcoholic or nonalcoholic, and other preparations and refreshments of all kinds.

The purposes specified herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

To do all and every thing necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of

any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects and purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

III.

DURATION

The duration of the corporation is perpetual.

IV.

LOCATION

The location is in Boundary County, Idaho; and the street address of the registered office of the corporation in the State of Idaho is 1443 South Main, Bonners Ferry, Idaho, and the name of the registered agent is Sheryl L. Maier at the above address.

V.

CAPITALIZATION

The total authorized number of par value shares is 150,000. The stock shall be non-assessable, and divided into shares with a par value of \$1.00 per share. The aggregate par value of the total authorized number of par value shares is \$150,000.

VI.

RIGHTS AND RESTRICTIONS OF SHARES OF STOCK

The shares of stock of this corporation shall be all Common in class and each of said shares shall be entitled to one vote, with the owner of said share determined by the name standing on the books of this corporation at the date thirty (30) days prior to the date of the meeting at which a vote will be required, and the relative rights, preferences and restrictions of each of said shares shall be identical with the relative rights, preferences, and restrictions of every other of said shares.

VII.

D I R E C T O R S

The corporate powers of this corporation shall be vested in a Board of two (2) directors, unless all of the shares of the corporation are owned beneficially and of record by either one or two shareholders. In such case the number of directors shall be the same as the number of shareholders, to be elected as provided in the By-laws of this corporation. To be a Director, a person must be a shareholder. The powers and duties of the officers of this corporation shall be as prescribed in the By-laws, except that the power to repeal and amend the By-laws and adopt new By-laws is hereby conferred upon the Board of Directors.

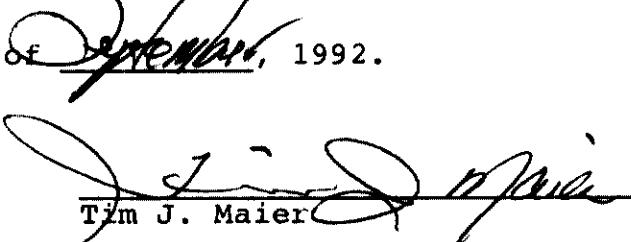
VIII.

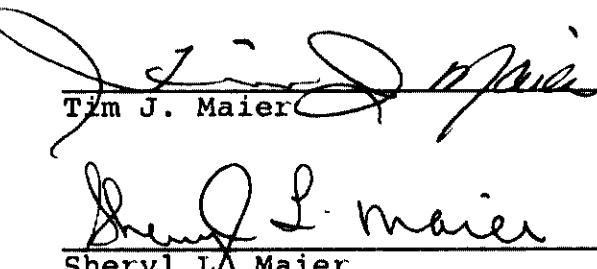
I N C O R P O R A T O R S

The Incorporators and temporary Directors of this corporation, together with the number of shares subscribed for by each, are as follows:

NAME AND ADDRESS	CLASS	SUBSCRIPTION
Tim J. Maier Route 1 Box 270 Bonners Ferry, ID 83805	Common	1
Sheryl L. Maier Route 1 Box 270 Bonners Ferry, ID 83805	Common	1

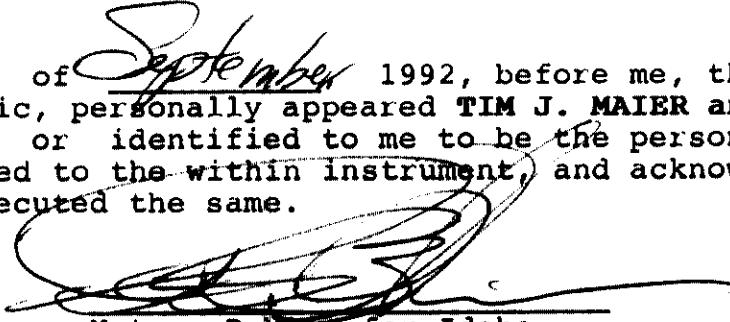
DATED this 24 day of September, 1992.


Tim J. Maier


Sheryl L. Maier

STATE OF IDAHO)
) ss.
County of Boundary)

On this 27 day of September 1992, before me, the
undersigned Notary Public, personally appeared TIM J. MAIER and
SHERYL L. MAIER, known or identified to me to be the persons
whose names are subscribed to the within instrument and acknow-
ledged to me that they executed the same.


Notary Public for Idaho
Residing at Bonners Ferry
Com. Expires: 11/14/97