

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

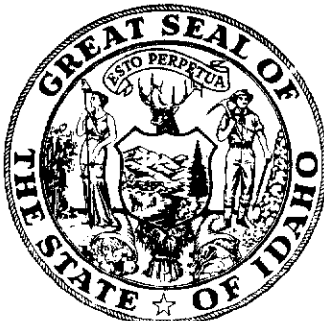
TLF, INC.

File number C 118407

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: February 24, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alisa Hotley*

ARTICLES OF INCORPORATION

of

TLF, Inc.

402. 100.00/1997
SECRET
STAMP

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

TLF, Inc. shall be the name of the corporation.

ARTICLE II

PURPOSE

The purposes for which this corporation is organized are:

1. To operate a restaurant, and,
2. To transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

ARTICLE III

PLACE OF BUSINESS AND AGENT

The name of the registered agent and registered office of this corporation and the principal place for the transaction of its business is hereby designated as T. Larry Finn, 422 North 4000 East, Rigby, Idaho, 83442.

IDAH0 SECRETARY OF STATE
DATE 02/24/1997
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CK #: 18186 CUST# 8402
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ARTICLE IV

EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V

CAPITAL

The capital shall be evidenced by 10,000 common shares having no par value. This stock shall be issued pursuant to Section 1244 of the Internal Revenue Code. Such stock is, and shall remain, nonassessable.

ARTICLE VI

NO LIABILITY

The private property of the stockholders of this corporation shall not be subject to the payment of corporation debts to any extent whatsoever.

ARTICLE VII

AMENDMENT

The Directors, by a two-thirds (2/3) vote, may repeal, amend and/or adopt new By-Laws, which By-Laws may be further repealed, amended and/or adopted by the shareholders by a two-thirds (2/3) vote of all issued and outstanding shares. In the event of an amendment by the shareholders, said By-Laws so amended cannot thereafter be repealed or amended by the Directors.

ARTICLE VIII

CAPITAL STOCK

The names and addresses of the shareholders together with the amount of capital stock actually subscribed to them are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>AMOUNT OF STOCK</u>
T. Larry Finn	422 North 4000 East Rigby, Idaho 83442	85 shares
Thyrald H. Finn	4325 East 300 North Rigby, Idaho 83442	7.5 shares
Elaine R. Finn	4325 East 300 North Rigby, Idaho 83442	7.5 shares

ARTICLE IX

NAME AND ADDRESS OF BOARD OF DIRECTORS

The names and addresses of the Board of Directors elected by the Shareholders are as follows:

<u>NAME</u>	<u>ADDRESS</u>
T. Larry Finn	422 North 4000 East Rigby, Idaho 83442

ARTICLE X

NAME, ADDRESS, AND TITLE OF OFFICERS

The names, addresses, and titles of Officers elected by the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
T. Larry Finn	422 North 4000 East Rigby, Idaho 83442	President
Thyrald H. Finn	4325 East 300 North Rigby, Idaho 83442	Vice-President
Elaine R. Finn	4325 East 300 North Rigby, Idaho 83442	Secretary

INCORPORATOR

DATED in duplicate original this 18 day of February, 1997.


R. James Archibald

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

Canical Field
 Notary Public for Idaho
 Residing at Lewiston
 My Commission Expires: 1/29/2000