

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

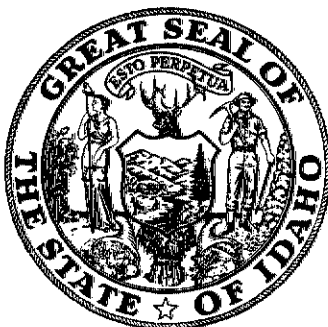
AVERY ENTERPRISES, INC.

File number C 111153

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 27, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *L. D. [Signature]*

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SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION  
OF  
AVERY ENTERPRISES, INC.**

The undersigned, acting as an incorporator of a corporation ("Corporation") under the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation.

**ARTICLE I. NAME**

The name of the Corporation shall be, **Avery Enterprises, Inc.**

**ARTICLE II. PERIOD OF DURATION**

The period of existence and duration of the life of this Corporation shall be perpetual.

**ARTICLE III. PURPOSES**

This Corporation is empowered to transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

This Corporation is further organized for the operation of business for the baking, sale, and delivery of pizza.

**ARTICLE IV. STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is 1000 shares of no par value.

**ARTICLE V. RIGHTS**

There are no provisions denying preemptive rights.

**ARTICLE VI. BYLAWS**

The provisions for the regulations of the internal affairs of the Corporation are to be set forth in the Bylaws of the Corporation pursuant to the Dominion Pizza Standard Franchise

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**Agreement. The issuance and transfer of any interest of the franchise contracts or franchise rights are subject to the following restrictions:**

- 1. Domino's Pizza, Inc. Option to Purchase all of the assets of the store upon the termination of expiration of the Standard Franchise Agreement;**
- 2. No transfer of assignments, in any manner, may be made to anyone other than an approved franchisee of Domino's Pizza, Inc. as defined in the Standard Franchise Agreement;**
- 3. Domino's Pizza has the first right of refusal as defined in the Standard Franchise Agreement.**

**The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors and in accordance with the Domino's Pizza Standard Franchise Agreement.**

#### **ARTICLE VII. INCORPORATORS**

**The number of directors constituting the initial board of directors of the Corporation is one (1) and 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 shall qualify**

**are:**  
**Benjamin Daniel Avery**  
**515 Pine Street**  
**Suite D**  
**Sandpoint, ID 83864**

#### **ARTICLE VIII. REGISTERED OFFICE**

**The address of the initial registered office of the Corporation is: 515 Pine Street,**

Suite D, Sandpoint, ID 83864; and the name of its initial registered agent at such address is Benjamin Daniel Avery.

**IN WITNESS WHEREOF I** the hereunto set my hand this 23 day of June, 1995.



Benjamin Daniel Avery