



Department of State.

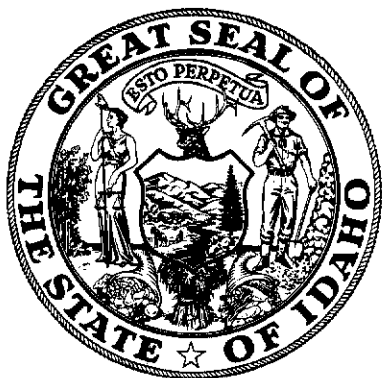
**CERTIFICATE OF INCORPORATION
OF**

CUNHA ENTERPRISES, 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: March 23, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

1 ARTICLES OF INCORPORATION

2 OF

3 CUNHA ENTERPRISES, INC.

7 FEB 23 1985

4 KNOW ALL MEN BY THESE PRESENTS:

5 That we, the undersigned, all citizens and residents of
6 the United States of America, over the age of eighteen (18) years,
7 do by these presents form a corporation, as hereinafter stated,
8 pursuant to and under the laws of the State of Idaho, and do
9 hereby execute and deliver these Articles Of Incorporation for
10 that purpose.

11 WE HEREBY SET FORTH, DECLARE, AND CERTIFY:

12 ARTICLE I

13 NAME

14 This corporation shall be known as "CUNHA ENTERPRISES,
15 INC.".

16 ARTICLE II

17 DURATION

18 The term and existence of this corporation shall be
19 perpetual.

20 ARTICLE III

21 OBJECTS AND PURPOSES

22 The objects and purposes for which this corporation is
23 formed are as follows:

- 24 (a) The transaction of any or all lawful business for
25 which corporations may be incorporated under the
26 Idaho Business Corporations Act.

- 1 (b) Without limiting the purposes for which this
2 corporation is formed, it shall include the
3 establishment and operation of restaurants and
4 eating establishments, bars, taverns, and
5 recreational facilities in conjunction therewith
6 including pool, billiards, and other recreational
7 facilities appropriate thereto.
8
- 9 (c) To engage in any commercial, industrial, or
10 agricultural enterprise, calculated or designed
11 to be profitable to this corporation, and in
12 conformity with the laws of the State of Idaho, or
13 such other place or places and states in which the
14 corporation may, from time to time, conduct its
15 business.
16
- 17 (d) To purchase, lease, own, sell, mortgage, sublease,
18 and otherwise acquire lands, buildings, easements, or
19 property, real and personal, which may be requisite
20 for the purposes of or capable of being conveniently
21 used in connection with any of the objects of this
22 corporation, and to enter into, make, perform,
23 carry out contracts of every sort and kind, with any
24 person including the right to become a partner or
25 interest in a joint venture, and to acquire and take
26 over the good will, property, rights, franchises,
and assets of every kind, and liabilities of any
person, firm, association or corporation, either
wholly or in part, and to pay for the same in cash,
stocks, bonds of the corporation, or otherwise.
- (e) To organize or cause to be organized under the
laws of any state of the United States, or the
District of Columbia, or of any territory,
dependency, or possession of the United States,
or of any foreign country, a corporation, or
corporations for the purpose of transacting,
promoting or carrying on any or all of the objects
or purposes for which this corporation is organized,
and to dissolve, wind up, liquidate, merge, or
consolidate any such corporation or corporations,
or to cause the same to be dissolved, wound up,
liquidated, merged or consolidated.
- (f) 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 objectives, or the
the furtherance of any of the powers hereinbefore
set forth, either along or in association with
other corporations, firms, or individuals, and to do
every other act, or acts, thing, or things incidental
or pertinent to or growing out of, or connected with

1 the foregoing objects or purposes, or any part
2 or parts thereof, provided the same be not
3 inconsistent with the laws under which this
4 corporation is organized.

5 (g) The provisions of these Articles shall be construed
6 as purposes and powers, and each as an independent
7 purpose and power in furtherance of, and not in
8 limitation of, the powers which the corporation
9 may have under present or future laws of the
10 State of Idaho, and in such states as the corpora-
11 tion may, from time to time, do business.

12 (h) To have and to exercise all rights and powers from
13 time to time granted to a corporation by law.

14 ARTICLE IV

15 LOCATION OF REGISTERED OFFICE AND AGENT

16 The location and registered office of this corporation
17 is Box 123, Albion, Idaho; the post office address is P. O. Box
18 123, Albion, Idaho 83311; the registered agent of this corporation
19 shall be Merrel A. Cunha, P. O. Box 123, Albion, Idaho 83311.

20 ARTICLE V

21 CORPORATE STOCK

22 The total number of shares which the corporation is
23 authorized to issue is five hundred (500) shares of stock at no
24 par value per share.

25 <u>TYPE</u>	26 <u>SHARES</u>	27 <u>PAR VALUE</u>
28 Common	500	No par value per share

29 All stock, when fully paid, shall be non-assessable.

30 The corporation may purchase its own stock.

31 ARTICLE VI

32 INCORPORATORS

33 The names and post office addresses of the incorporators

1 are as follows:

2 Merrel A. Cunha, Box 123, Albion, Idaho 83311

3 Sandra Cunha, Box 123, Albion, Idaho 83311

4 Darin Cunha, 1893 Granada, Twin Falls, Idaho 83301

5 ARTICLE VII

6 BOARD OF DIRECTORS

7 The initial directors of the corporation who shall
8 serve until the first election of directors are as follows:

9 NAME

ADDRESS

10 Merrel A. Cunha, P. O. Box 123, Albion, Idaho 83311

11 Sandra Cunha, P. O. Box 123, Albion, Idaho 83311

12 Darin Cunha, 1893 Granada, Twin Falls, Idaho 83301

13 The Board of Directors shall consist of one or more
14 members as fixed by or the manner provided in the By-Laws of the
15 corporation. The number of Directors may be increased or decreased
16 from time to time as provided in the corporate By-Laws.

17 A majority of the Board of Directors shall constitute
18 a quorum for transacting business; the act of the majority of a
19 quorum of the Board of Directors shall be the act of the Board.

20 The directors need not be stockholders of the
21 corporation.

22 ARTICLE VIII

23 AMENDMENT

24 These Articles Of Incorporation may be amended in
25 accordance with the provisions of the statutes of the State of
26 Idaho, then in full force and effect; the power to make, repeal

1 and amend the By-Laws, and adopt new By-Laws, is hereby conferred
2 upon the directors as well as the shareholders.

3 ARTICLE IX

4 No contract or other transaction between this corporation
5 and any other corporation shall in any way be affected or invali-
6 dated by the fact that any of the directors of this corporation
7 are pecuniarily or otherwise interested in or are directors or
8 officers of such other corporation, nor the fact that the
9 capital stock of one corporation may be owned, in part, by the
10 other corporation; any director, individually, may be a party
11 to or may be pecuniarily or otherwise interested in any contract
12 or transaction and may vote thereon with like force and effect
13 as if he were not so interested.

14 IN WITNESS WHEREOF, we have hereunto set our hands this

15 20 day of March, 1987.

16 Merrel A. Cunha
Merrel A. Cunha

17 Sandra Cunha
Sandra Cunha

18 Darin Cunha
Darin Cunha

19
20 STATE OF IDAHO)
21 County of Cassia) ss.

22 On this 20 day of March, in the year 1987, before
23 me, the undersigned, a Notary Public in and for said State,
24 personally appeared MERREL A. CUNHA, SANDRA CUNHA, and DARIN
25 CUNHA, known or identified to me to be the persons whose names
26 are subscribed to the within instrument, and acknowledged to me
that they executed the same.

Della Mae Johnson
Notary Public for Idaho
Residing at Burley, Idaho