

FILED/EFFECTIVE

2002 MAY -8 AM 8:37

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

C & M HIDE-A-WAY, INC

IDAHO SECRETARY OF STATE
05/08/2002 05:00
BOOK: 9438 CT: 160232 BH: 464333
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0143818

KNOW ALL MEN BY THESE PRESENTS: That We, The undersigned, being natural persons of full
citizens of the United States and residents of the State of Idaho, this day have voluntarily associated
ourselves together for purpose of forming a corporation under and pursuant to the laws of the State of
Idaho, and we do hereby certify as follows:

ARTICLE I

The name of this corporation shall be

C & M HIDE-A-WAY, INC

The purpose for which this corporation is formed are:

ARTICLE II

(a) To conduct, operate, maintain and engage in the business of selling and dispensing of alcoholic
Beverages, beer and food, operating as a bar, tavern, cabaret, night club and restaurant: to sell and dispense
foods, beverages and liquids of all kinds and to do any and all things necessary to and pertaining to said
business, anywhere in the United States, and particularly in the State of Idaho.

(b) To build, construct, lease or otherwise acquire, maintain, own, utilize and operate buildings, storage
houses and gargages for the purpose of carrying on the business of the Corporation;

(c) To purchase , acquire , own hold, lease (either as lessor or as lessee), sell, exchange, subdivide,
mortgage and generally operate any real or personal property of any and every kind or description, within
or without the State of Idaho, necessary, suitable or useful in connection with any of the objects or
purposes herein set forth:

(d) To construct and erect buildings or structures upon and to improve and maintain any and all real
property owned, leased or held by this corporation, and to equip, improve and generally operate any and all
personal property owned by this Corporation;

(e) To purchase, hold sell and transfer the shares of its own capital stock; provided that it shall not use its
funds property for purchase of its own shares of capital stock when such use would cause any impairment of
its capital; and provided further that the shares of its own capital stock owned by it shall not be voted upon
directly or indirectly;

(f) To enter into, make perform and carry out contracts of every sort and kind which may be necessary or
desirable for the furtherance of the business of this corporation, with any persons, firms, corporations,
associations, any state, territory, or municipality of the United State or any foreign country, government or
body politic;

(g) To acquire and hold all or any part of the capital stock, assets or goodwill of any business, or any
person, firm association or corporation engaged in any business, in whole or in part, similar or not to that of

this corporation, and to hold, utilize and in manner dispose of the whole or any part of the obligations or liabilities of any person, firms, associations or corporation engaged in the business so acquired.

(h) To borrow money for any purpose of this corporation, without limit as to amount, and and to issue bonds, debentures, notes or other evidences of indebtedness, secured or unsecured, of this corporation for monies so borrowed, or any payment for property acquired, or for any other objects or purposes of this corporation, or in connection with its business; to secure payment of such debentures, notes or other obligations by mortgages or deeds of trust or pledges or other liens upon any or all of the property of this corporation wheresoever situated;

(i) To carry out all or any part of foregoing objects or purposes as principal or agents, or otherwise, either alone or in conjunction with any person, association, or other corporation, and in any part of the world; and in carrying on its business and for the purposes of attaining or furthering any of its objects or purposes, to make and perform such contracts of any kind and description; to do such acts and things, and to exercise any and all such powers as a natural person could lawfully make, perform and do or exercise, provided that the same be not inconsistent with the statutes of the State of Idaho;

(j) To conduct its business in all or any of its branches in the State of Idaho and in any and all other states, territories, possessions, colonies and dependencies of the United States of America, and in the District of Columbia and in any or all foreign Countries, and to have one or more offices within or outside the State of Idaho;

(k) To carry on and undertake any business undertakings, transactions or operation commonly carried on or undertaken by capitalists, promoters, financiers, concessionaires, contractors, brokers and commission merchants, and any other incidental business which may seem to the company convenient to carry on in connection with the above, or calculated, directly or indirectly, to enhance the value of or render profitable any of the company's property or rights;

(l) To adopt, apply for and register, purchase, lease or otherwise acquire and use, maintain and protect, and to sell, assign or grant licenses or other rights in respect of any trademakers, trade names, patents, patent rights, copyrights, inventions, formulas, processes and rights analogous thereto;

(m) The objects as specified herein shall, except as otherwise expresses, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles. The objects, purposes and powers specified in each of the clauses or paragraphs in these Articles shall be regarded as independent objects, purposes and powers.

The foregoing shall be construed as objects and powers and the enumeration there of shall not be held to limit or restrain in any manner the general powers now or hereafter conferred on this corporation by the statutes of the State of Idaho.

ARTICLE III

The existence of this corporation shall be perpetual.

ARTICLE IV

The registered office and place of business of this corporation shall be at 931 Bryden, Nez Perce County, Lewiston Idaho, but the corporation may maintain an office in such towns ,cities and places within and / or outside the State of Idaho as the Board of Directors may from time to time determine, or as may be designated by the By-Laws of said corporation. The Registered Agent is Jeff T Marks

ARTICLE V

The total amount of the authorized capital stock of this corporation is 100,000.00 consisting of 100,000 shares of common stock with a par value of \$ 1.00 per shares.

ARTICLE VI

The one class of common stock authorized by the Articles are intended to be section 1244 stock and to qualify as such and comply with section 1244 of the Internal Revenue Code of the United States.

ARTICLE VII

The capital stock of this corporation shall be nonassessable; and private property of the shareholders, and each of them, of this corporation shall not be subject to assessment or be liable for the debts, obligations or liabilities of this corporation.

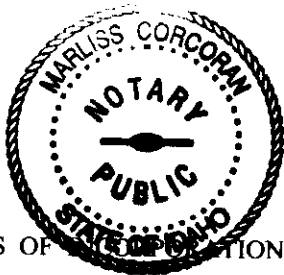
ARTICLE VIII

The name and post office address of each of the incorporators and directors signing the Articles of Incorporation, and the number of shares of stocks subscribed by each are as follows:

<u>Name</u>	<u>Address</u>	<u># of Shares</u>
Jeff T. Marks	1620 14th Ave, Lewiston, Id .	1
Kathy J. Cox	401 10th, Clarkston , Wa.	1

A member of the Board of Directors of this corporation shall not be required to be a holder of any of the shares of capital stock of this corporation.

IN WITNESS WHEREOF, For the purpose of forming this corporation under the statutes of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation, have executed these Article of Incorporation this 3 day of May, 2002



ARTICLES OF INCORPORATION

Jeff T. Marks
Kathy J. Cox

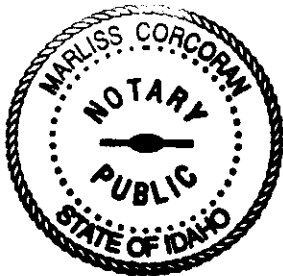
STATE OF IDAHO)

: ss

County of Nez Perce)

On this 3rd day of May, 2002 before me, the undersigned, a Notary Public in and for said State, personally appeared Jeff T. Marks and Kathy J. Cox, known to me to be the persons whose names are subscribed to the with and foregoing Articles of Incorporation, and acknowledged to me that they executed to same.

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



Marliiss Corcoran
NOTARY PUBLIC FOR IDAHO
RESIDING IN LEWISTON, IDAHO
Commission Expires 8-25-06

5/06/02

Idaho Secretary of State
Commercial Division
P. O. Box 83720
Boise, Idaho 83720-0080

2002 MAY -8 AM 8:37

SECRETARY OF STATE
STATE OF IDAHO

We are submitting the enclosed documents for Incorporation acceptance for a business opportunity based in Lewiston, Idaho.

Thank you for your assistance.

Sincerely,

Jeff and Becki Marks
1620 14th Avenue
Lewiston, Idaho 83501
208-743-4389