

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

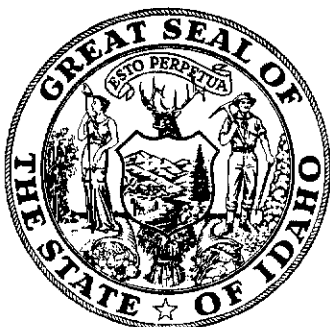
TREASURE VALLEY COFFEE OF EASTERN IDAHO, INC.

File number C 111944

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 6, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ava Seikel*

Aug 29 8 45 AM '95
SECRETARY OF STATE
ARTICLES OF INCORPORATION
FOR
TREASURE VALLEY COFFEE OF EASTERN IDAHO, INC.

SEP 6 8 28 AM '95
SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a Corporation under the laws of the State of Idaho and we hereby certify that:

FIRST

The name of this Corporation shall be Treasure Valley Coffee of Eastern Idaho, Inc.

SECOND

This Corporation is a common stock corporation.

THIRD

The period of duration for Treasure Valley Coffee of Eastern Idaho, Inc. shall be perpetual.

FOURTH

The purposes and objects for which this corporation is formed are for coffee sales and all other lawful purposes.

FIFTH

That the location and post office address of the initial registered office of this Corporation in the State of Idaho, and its initial registered agent shall be as follows:

Clarence Guy Shook
2818 Jerome
Pocatello, Idaho 83201

ARTICLES OF INCORPORATION - 1

IDAHO SECRETARY OF STATE
8/29/95 9:00:00 AM
Customer # 47134
IVC960010811 16384

CORPORATION PROFIT
1 @ 100.00 = 100.00

SIXTH

That the capital stock of this Corporation shall consist of 200,000 shares of common stock, having a par value of \$1.00 per share and an aggregate par value of \$200,000; each of the shares shall be non-assessable when fully paid for.

The capital stock of this Corporation shall not be divided into classes, but shall consist of one class only, that being common stock; that each share of stock shall be entitled to one vote in all matters wherein the shareholders of this Corporation shall be entitled to vote, and each share shall in all respects be equal to every other share. In the election of directors, cumulative voting shall be allowed.

Capital stock shall be transferred only in accordance with such rules and regulations as are established by the By-laws of the Corporation, and all restrictions relative to the transfer of shares of stock of the Corporation shall be noted on the stock certificate issued by the Corporation.

SEVENTH

That the name and post office address of each of the incorporators, and the number of shares of the capital stock of this Corporation described in the preceding paragraph, subscribed to each, is as follows:

<u>Name</u>	<u>Address</u>	<u># of shares</u>
Thomas Earl Boyer	11875 President Drive	101,000
Carol Rae Boyer	Boise, Idaho 83704	
Clarence Guy Shook	2818 Jerome	99,000
Linda S. Shook	Pocatello, Idaho 83201	

EIGHTH

That the right and power to adopt, repeal, alter, rescind, and amend the By-laws of this Corporation and to adopt new By-laws is hereby expressly conferred upon the Board of Directors of this Corporation as provided by the Idaho Code.

NINTH

That there shall be four (4) members of the initial Board of Directors, whose names and addresses are as follows:

Thomas Earl Boyer
11875 President Drive
Boise, Idaho 83713

Carol Rae Boyer
11875 President Drive
Boise, Idaho 83713

Clarence Guy Shook
2818 Jerome
Pocatello, Idaho 83201

Linda S. Shook
2818 Jerome
Pocatello, Idaho 83201

At any time after the first regular meeting of the members, the members may increase at any regular or special meeting by a majority of the members providing a quorum is present.

TENTH

Amendment to these Articles shall require a simple majority of the outstanding stock, except where expressly provided otherwise.

ELEVENTH

To the fullest extent permitted by the Act or any other applicable law as now in effect or

as it may hereafter be amended, a director of this corporation shall not be personally liable to the corporation or its shareholders for monetary damages for any action taken or any failure to take any action, as a director.


Neither any amendment nor repeal of this Article Eleventh, nor the adoption of any provision in these Articles of Incorporation inconsistent with this Article Eleventh, shall eliminate or reduce the effect of this Article Eleventh in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article Eleventh, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

IN WITNESS WHEREOF, we have hereunto set our hands this 25th day of August, 1995.


CAROL RAE BOYER


THOMAS EARL BOYER


LINDA S. SHOOK


CLARENCE GUY SHOOK

The undersigned hereby accepts and acknowledges appointment as the initial registered agent of the corporation named above, and confirms that the undersigned meets the requirements of Section 501 of the Idaho Revised Business Corporation Act.




SEP 6 8 28 AM '95
SECRETARY OF STATE
STATE OF IDAHO

CONSENT

I, THOMAS EARL BOYER, President of Treasure Valley Coffee, Inc., hereby consent to the use of the name Treasure Valley Coffee by TREASURE VALLEY COFFEE OF EASTERN IDAHO, INC.

DATED at Boise, Idaho, this 31 day of September, 1995.


Thomas Earl Boyer
President
TREASURE VALLEY COFFEE