

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

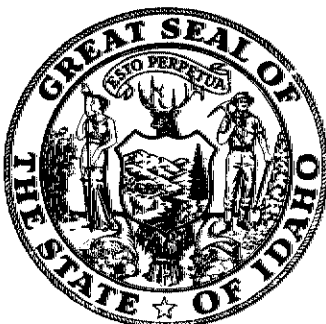
BLUE MOON/CHATEAU, INC.

File number C 119078

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: April 11, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Lucy I. Clark*

**ARTICLES OF INCORPORATION**  
**OF THE**  
**BLUE MOON / CHATEAU, INC.**

The undersigned natural persons, being at least eighteen years of age, acting as incorporators of a corporation under the Idaho General Corporation Act, adopt the following Articles of Incorporation for such Corporation.

APR 11 2 13 PM '97  
SECRETARY OF STATE  
IDAHO

**ARTICLE I**

**Corporate Name**

The name of the corporation hereby formed shall be the name of: Blue Moon / Chateau, Inc.

**ARTICLE II**

**Incorporators**

The names and addresses of the Incorporators, all being residents of the state of Idaho and being natural persons of full age and citizens of the United States are as follows:

Ken Moeller

3521 S. 1200 E.  
Salt Lake City, UT 84106

Kris Villiard

8140 W. Armorige Circle  
Magna, UT 84044

**ARTICLE III**

**Existence**

IDAHO SECRETARY OF STATE  
DATE 04/11/1997  
0900 82160 2  
CK #: 1794 CUST# 79726

The term of existence of the corporation shall be perpetual unless sooner dissolved by and in accordance with law.

# : C

## **ARTICLE IV**

### **Business Pursuits**

This corporation is organized to operate in and carry on the following pursuits:

- (a) To conduct business pursuits in the areas restaurant management, operations, food sales and preparation, catering, and any related to the food industry.
- (b) To invest in and hold for investment any property, shares of stock, bonds, government, private or corporate and to exchange and enter into agreements of exchange of one parcel of real property for another parcel of real property.
- (c) The corporation is organized to engage in any other lawful acts, activities, and pursuits for which a corporation may be organized under the Idaho General Corporation Act

## **ARTICLE V**

### **Powers**

In furtherance of the foregoing purposes the corporation shall have and may exercise all of the rights, powers, and privileges now or hereafter conferred upon a corporation by any state where it is authorized to conduct business. In addition, it may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes.

## **ARTICLE VI**

### **Place of Business**

The principal place of business of this corporation within the state of Idaho shall be in Bannock County, Idaho; the exact mailing address of this corporation is and the business address is as follows:

Blue Moon / Chateau Inc.

P.O. Box 610

Lava Hot Springs, Idaho 83246

## **ARTICLE VII**

### **Stock Subscribed**

The capital stock of this corporation is set forth as follows:

<b>Ken Moeller</b>	700 shares with a par value of \$1.00 per share for a total of \$700.00.
<b>Kris Villiard</b>	300 with a par value of \$1.00 per share for a total of \$300.00.

## **ARTICLE VIII**

### **Business Capital**

The capital stock of this corporation shall be 100,000 shares of stock all of the par value of \$1.00 each. Any share of the capital stock of this corporation may be issued for cash, labor, dividends, or for property. No share of capital stock may be issued for less than \$1.00. The corporation is authorized to issue only one class of shares, to be designated as "common" stock.

## **ARTICLE IX**

### **Stock**

- A: Common Stock:** The Common Stock shall have a par value of \$1.00 per share. The common stock shall have unlimited voting rights as provided in the Idaho General Corporation Act and shall be entitled to receive the net assets of the corporation upon dissolution.
- B: Voting Rights:** Except as otherwise expressly provided by law or in this Article IX, each outstanding share of Common Stock shall be entitled to (1) vote on each matter to be voted on by the shareholders of the corporation.
- C: Dividends:** Dividends may be paid on the outstanding shares of Common Stock as and when declared by the Board of Directors, out of funds legally available therefore.
- D: Residual Rights:** All rights accruing to the outstanding shares of the corporation not expressly provided for the contrary herein or in the corporation's Bylaws or in any amendment hereto or thereto shall be vested in the Common Stock.

## **ARTICLE X**

### **Registered Office and Agent:**

The street address of the registered office shall be:

P.O. Box 610  
Lava Hot Springs, Idaho 83246

The name of the corporation's registered agent at that office is **Darla Warner**, whose address is:

P.O. Box 123  
Lava Hot Springs, Idaho 83246

## **ARTICLE XI**

### **Internal Affairs**

Provisions for the resolution of the internal affairs of the corporation are to be determined as set forth in the Bylaws, which original Bylaws shall be subscribed and adopted by the initial Board of Directors of the corporation. Thereafter, the Bylaws may be adopted, amended, or repealed by a vote of the Board of Directors of the corporation as provided in said Bylaws.

## **ARTICLE XII**

### **Directors**

Two directors shall constitute the initial Board, their names and addresses being as follows:

**Ken Moeller**

3521 S. 2100 E.  
Salt Lake City, UT 84106

**Kris Villiard**

8140 W. Armoridge Circle  
Magna, UT 84044

### ARTICLE XIII

#### Meeting of Shareholders

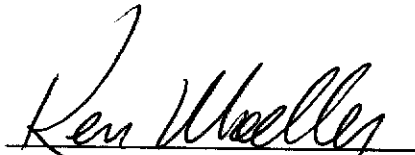
At any meeting of the shareholders, a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum, unless these Articles shall provided for different classes of stock with variable quorum requirements. If a quorum is present, the affirmative vote of majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater number is required by law, the Bylaws of the corporation, or by amendment to these Articles.

### ARTICLE XVI

#### Amendments

The Articles of Incorporation of the corporation may be amended and any of the foregoing articles may be repealed or any new provisions adopted by the Board of Directors subject to the approval of the majority vote of the stockholders holding a majority of the outstanding capital stock and providing such amendments or changes will not be contrary to law.

Dated this 9 day of April, 1997



Ken Moeller, Incorporator



Kris Villiard, Incorporator