



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

DONUT HAUS, INCORPORATED

was filed in the office of the Secretary of State on the **7th** day of **March** A.D., One Thousand Nine Hundred **Seventy-seven** and **will be** duly recorded on ~~Film-Neicrofilm~~ Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for ~~perpetual existence~~ from the date hereof, with its registered office in this State located at **Boise** in the County of **Ada**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **7th** day of **March**, A.D., 19 **77**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

DONUT HAUS, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being natural persons of full age and residents of the State of Idaho and of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and the acts amendatory thereof, do hereby certify as follows:

I.

The name of the corporation is DONUT HAUS, INCORPORATED.

II.

The purposes and objects for which the corporation is formed are:

(a) To carry on the business as bakers, manufacturers of and dealers in bread, flour, doughnuts, pastry, cakes, pies and farinaceous compounds and materials of every description, confectioneries and food products of every kind as retailers or wholesalers, together with the various substances and ingredients used in any and all of said products.

To construct, acquire, rent, lease and sell mills, factories, bakeries, shops, buildings, machinery and appliances suitable for such business, manufacturing and dealing.

To operate, conduct and establish restaurant businesses; to buy, sell, lease or otherwise dispose of, and to operate, furnish, equip and manage restaurants and cafes; to buy or otherwise

acquire, manufacture, market, sell, deal in import and export food products of every kind and description and to prepare and serve all food products and beverages, alcoholic and nonalcoholic, and other preparations and refreshments of every type and kind.

(b) To buy, sell, acquire, hold, own, dispose of, convey, mortgage, pledge, assign, lease, transfer, trade and deal in and with all kinds of personal property, franchises, patents, trademarks, copyrights, privileges, rights, goods and merchandise of all descriptions.

(c) To buy, sell, convey, lease, mortgage, exchange or otherwise acquire real property and buildings of every type and kind.

(d) To acquire by purchase, subscription or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of any shares of capital stock, script, bonds, mortgages, securities or evidences of indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder or owner thereof to possess and exercise in respect thereto any and all rights, powers and privileges of ownership, including the right to vote thereon.

(e) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agency thereof.

(f) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage, and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law.

(g) To acquire, hold, sell, reissue or cancel any shares of its own capital stock provided, however, that this corporation may not use any of its funds or property for the purchase of its own common stock when such use would cause any impairment of the capital of this corporation, and provided, further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

(h) To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business.

(i) To organize, incorporate and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law.

(j) To conduct business and to have one or more offices to carry on all or any part of its operations and business in any of the several states, territories and dependencies of the

United States, the District of Columbia and in foreign countries, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees, or otherwise, and either alone or in connection with any person, firm, association or corporation.

(k) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of said State, or under any act amendatory thereof or supplemental thereto or substituted therefor.

III.

The corporation is to have perpetual existence.

IV.

The location and post office address of the registered office of the corporation is 7070 Fairview Avenue, Boise, Idaho 83704.

V.

The amount of the capital stock of this corporation shall be Fifty Thousand Dollars (\$50,000.00), divided into five hundred (500) shares of common stock of the par value of One Hundred

Dollars (\$100.00) per share. Said shares of stock to be fully paid, nonassessable and of equal voting rights and other privileges.

VI.

The names and post office addresses of the incorporators and the number of shares subscribed for by each are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares</u>
Ray J. Harris	7070 Fairview Avenue Boise, Idaho 83704	One
William R. Holt	7070 Fairview Avenue Boise, Idaho 83704	One
Joan Holt	7070 Fairview Avenue Boise, Idaho 83704	One

VII.

The number of directors of the corporation shall not be less than three nor more than five. Provided, however, that the first Board of Directors shall be five in number.

VIII.




The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts or obligations of the corporation.

IX.

The Board of Directors of the corporation is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws, and the corporation reserves the right to

amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now, or hereafter prescribed by law by a majority vote of the shareholders represented in person or by proxy, at any annual meeting of the shareholders or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 1st day of March, 1977.


Ray J. Harris

William R. Holt

Joan Holt

STATE OF IDAHO)
) ss.
County of Ada)

On this 4th day of March, 1977, before me, a Notary Public in and for said State, personally appeared RAY J. HARRIS, WILLIAM R. HOLT and JOAN HOLT, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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


Notary Public for Idaho
Residence: Boise, Idaho