

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

RIB'S 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 29, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

**ARTICLES OF INCORPORATION  
OF  
RIB'S INC.**

RECEIVED  
SEC. OF STATE

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The undersigned, Leonard E. "Marty" Martin, Jr., Max Chapa, Jr., and Peggy A. Makris, acting as the incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

**FIRST:** The name of the corporation is: RIB'S INC.

**SECOND:** The period of its duration is perpetual.

**THIRD:** The purposes for which the corporation is organized are the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

**FOURTH:** The aggregate number of shares which the corporation shall have authority to issue is 100 with no par value.

**FIFTH:** Provisions for the regulation of the internal affairs of the corporation are as provided in the by-laws and as said by-laws may be from time to time amended.

**SIXTH:** The address of the initial registered office of the corporation is 118 East First Street, Idaho Falls, Bonneville County, Idaho, 83401, and the name of its initial registered agent at such address is Max Chapa, Jr.

**SEVENTH:** The number of directors constituting the initial board of directors of the corporation is three (3), and the initial directors are Leonard E. "Marty" Martin, Jr., at the said address of 1160 West Diamond, Anchorage, Alaska, 99515; Max Chapa, Jr., 118 First Street, Idaho Falls, Bonneville County, Idaho, 83401; and Peggy A. Makris, 118 First Street, Idaho Falls, Idaho, Bonneville County, Idaho, 83401, who shall serve as such directors until the first annual meeting of the shareholders or until their successors and/or any additional directors are elected and qualify.

**EIGHTH:** The names and addresses of the incorporators are:

Leonard E. "Marty" Martin, Jr.  
1160 West Diamond  
Anchorage, Alaska 99515

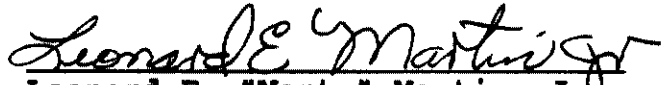
Max Chapa, Jr.  
118 First Street  
Idaho Falls, Idaho 83401

Peggy A. Makris  
118 First Street  
Idaho Falls, Idaho 834011

NINTH: The directors of this corporation shall have no personal liability whatsoever to the corporation, its stockholders, or to any person or entity claiming through it or them, for monetary damages for breach of fiduciary duty as a director, except in the following cases:

- a) For any breach of the director's duty of loyalty to the corporation or its stockholders;
- b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- c) For acts for which liability is prescribed by Idaho Code 30-1-48;
- d) For any transaction from which the director derived any improper personal benefit.

DATED: March 23, 1993

  
Leonard E. "Marty" Martin, Jr.

  
Max Chapa, Jr.

  
Peggy A. Makris