

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

EQUITY COOKIE SALES, 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: April 6, 1989



*Pete T. Cenarrusa*  
SECRETARY OF STATE

by: *Louise J. Cook*

APR 6 4 28 PM '89  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
EQUITY COOKIE SALES, INC.

The undersigned, acting as 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 EQUITY COOKIE SALES, INC.

SECOND: The period of its duration is perpetual.

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

FOURTH: The aggregate number of shares which the corporation shall be authorized to issue is 100,000 shares, all of said shares to be without par value.

FIFTH: Provisions denying preemptive rights are: None.

SIXTH: Provisions for the regulation of the international affairs of the corporation are: None.

SEVENTH: The address of the initial registered office of the corporation is 507 East 46th Street #1, Boise, Idaho, 83714, and the name of its initial registered agent at such address is Kimberly K. Scaggs.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is three (3), and the name

and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

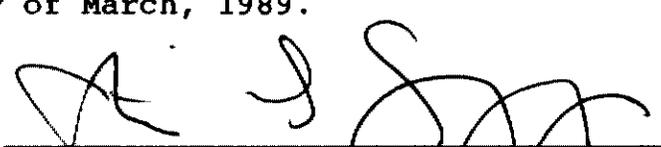
<u>Name</u>	<u>Address</u>
Steven L. Scaggs	507 East 46th Street #1 Boise, Idaho 83714
Kimberly K. Scaggs	507 East 46th Street #1 Boise, Idaho 83714
Clarence R. Schlagel	923 West Idaho Boise, Idaho 83702

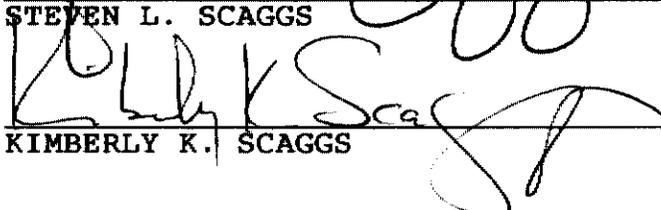
NINTH: The name and address of the incorporators are:

<u>Name</u>	<u>Address</u>
Steven L. Scaggs	507 East 46th Street #1 Boise, Idaho 83714
Kimberly K. Scaggs	507 East 46th Street #1 Boise, Idaho 83714

TENTH: Except as otherwise provided in Section 30-1-54(2), Idaho Code, the directors of the corporation shall not have any liability whatsoever for monetary damages to the corporation or its shareholders for breach of fiduciary duty as a director.

Dated this 28<sup>th</sup> day of March, 1989.

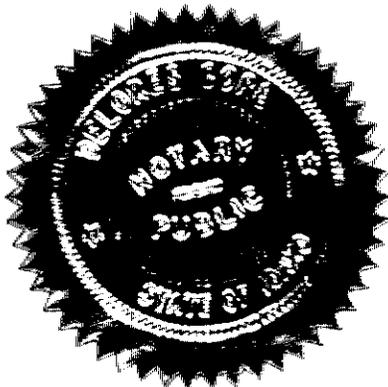
  
\_\_\_\_\_  
STEVEN L. SCAGGS

  
\_\_\_\_\_  
KIMBERLY K. SCAGGS

STATE OF IDAHO            )  
                                  ) ss:  
County of Ada             )

On this 31st day of March, 1989, before me, Dolores Gore, a notary public, personally appeared STEVEN L. SCAGGS and KIMBERLY K. SCAGGS, known or identified to me to be the persons who executed the 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.



Dolores Gore  
Notary Public for Idaho  
Residing at Boise Id  
Comm. Expires 10/91