

CERTIFICATE OF INCORPORATION  
OF

*DINING FOR TWO, INCORPORATED*

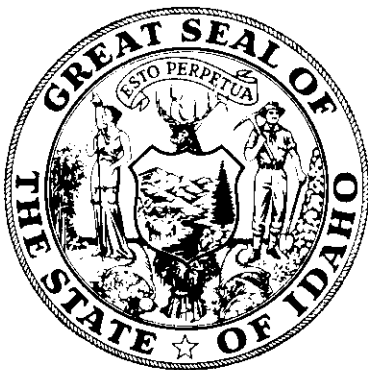
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

*DINING FOR TWO, INCORPORATED*

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: **January 13, 1983**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
DINING FOR TWO, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of legal age, and at least two-thirds of them being citizens of the United States, in order to form a corporation for the purposes hereinafter stated pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

FIRST:

The name of the corporation is DINING FOR TWO, INCORPORATED.

SECOND:

The purposes for which said corporation is formed are: to entice financially stable adult residents to expand their dining patterns and all related business activities and the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

THIRD:

The location and post office address of the registered office of the corporation is 858 Main Street, Lewiston, Nez Perce County, Idaho, and the registered agent is Dustin Rodgers.

FOURTH:

The total authorized number of par value shares is 20,000 shares of the par value of \$1.00 per share, aggregate par value, \$20,000.

FIFTH:

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

Dustin Rodgers	Gilbert Ziegler
P.O. Drawer F	1427 Airway Avenue
Reubens, Idaho 83548	Lewiston, Idaho 83501
5,000 shares	5,000 Shares

SIXTH:

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

SEVENTH:

The board of directors shall consist of two (2) directors, namely: DUSTIN RODGERS and GILBERT ZIEGLER, whose addresses are set forth above, or such other number as shall be established by the Bylaws of the corporation. Any vacancies occurring in the office of any director, however occasioned, may be filled by the remaining members of said board. On failure of the board to elect, a special meeting of the stockholders shall be called to fill the vacancy.

EIGHTH:

The existence of this corporation is to be perpetual.

NINTH:

The directors shall have the power to make and to alter or amend the Bylaws, to fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens without limit as to the amount upon the property and franchise of this corporation.

TENTH:

This corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any bylaw, agreement, vote of stockholders, or otherwise.

We, the undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, do make, file and record this certificate and do hereby certify that the facts herein

ARTICLES OF INCORPORATION

stated are true; and we have accordingly hereunto set our  
respective hands and seals.

DATED at Lewiston, Idaho, this 10 day of January, 1983.

  
\_\_\_\_\_  
DUSTIN RODGERS


  
\_\_\_\_\_  
GILBERT ZIEGLER

STATE OF IDAHO            )  
                              : ss  
County of Nez Perce )

BE IT REMEMBERED that on this 10 day of January, 1983,  
personally appeared before me DUSTIN RODGERS and GILBERT ZIEGLER,  
parties to the foregoing certificate of incorporation, known to me  
personally to be such, and I have first made known to them, and  
each of them, the contents of said certificate, and they did each  
severally acknowledge that they signed, sealed and delivered the  
same as their voluntary act and deed, and each deposes that the  
facts therein stated were truly set forth.

Given under my hand and seal of office the day and year  
hereinabove first written.

(Seal)

  
\_\_\_\_\_  
NOTARY PUBLIC in and for said State  
Residing at Lewiston, therein.