

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

CHENCHO'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: May 26, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*Angie Hoken*

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**ARTICLES OF INCORPORATION  
OF  
CHENCHO'S, INC.**

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the IDAHO, BUSINESS CORPORATION ACT, adopts the following articles of incorporation:

**ARTICLE I**

**NAME**

The name of the corporation shall be CHENCHO'S, INC.

**ARTICLE II.**

**DURATION**

The period of duration of the corporation shall be perpetual.

**ARTICLE III.**

**PURPOSES**

The purpose and objects of this corporation are as follows:

1. To operate a restaurant and sell liquor and any other lawful acts.
2. To engage in generally and carry on any lawful business or trade which may, in the judgment of the Board of Directors, at any time be necessary, useful or advantageous to this corporation.

3. In furtherance of, and not in limitation of, the general powers conferred by the laws of the State of IDAHO, it is expressly provided that this corporation shall also have the following powers:

(a) To acquire by purchase or otherwise and to own, hold, cancel, re-issue, sell, pledge and otherwise deal in the stock of this corporation, PROVIDED that the money or property of the corporation shall not be used for purchase of shares of it's own stock when such use would cause any impairment of the capital of the corporation. The corporation shall not be entitled to vote, either directly or indirectly, on any shares of it's own stock which it may hold.

(b) To acquire by purchase or otherwise and to own, hold, cancel, re-issue, sell, pledge and otherwise deal in the bonds, debentures, notes and other securities and obligations of this corporation.

(c) To borrow money and give security therefor.

(d) To enter into, make, perform and carry out contracts of every kind for any lawful purposes pertaining to it's business, with any individual, entity, firm, association, or corporation, or with any governmental, municipal, or public authority, domestic or foreign.

(e) To do everything necessary, proper, convenient, or incidental to the accomplishment of the purposes and objects of this corporation, or which is calculated directly or indirectly to promote the welfare or interests of the corporation or enhance the value or render profitable any of it's property or rights.

(f) To do any and all of the things in this Article set forth to the same extent a natural person might or could do, and in any part of the world, as principals, agents, contractors, trustees, or otherwise, either alone or in company with others.

**PROVIDED HOWEVER,** that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business, to exercise any power or to do any act which a corporation formed under the Idaho Business Corporation Act of the State of Idaho, or any amendment thereto or substitute therefore, may not at the time lawfully carry on or do.

#### **ARTICLE IV.**

##### **CAPITALIZATION**

The aggregate number of shares that the corporation shall have authority to issue is 100 shares, consisting of shares of common stock, with a par value of ONE DOLLAR (1.00) each.

#### **ARTICLE V.**

##### **PRE-EMPTIVE RIGHTS**

Shareholders shall not have pre-emptive rights to acquire additional shares of the corporation.

#### **ARTICLE VI.**

##### **REGISTERED OFFICE AND REGISTERED AGENT**

The address of the principal office of the corporation shall be 629 Bryden, Lewiston, Nez Perce County, ID. The initial registered agent of the corporation at 1714 S. Juniper, Nampa, ID., shall be ROSALVA DIAZ.

#### **ARTICLE VII.**

##### **DIRECTORS**

The number of directors constituting the initial

board of directors of the corporation is one (1). The name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until his successor is elected and qualifies is as follows:

Rosalva Diaz  
1714 S. Juniper  
Nampa, ID 98651

The corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with it's director(s), officer(s) and stockholder(s) and with corporations, associations, firms and entities in which they are or may be or become interested as director(s), officer(s), shareholder(s), members or otherwise, as freely as though such adverse interests did not exist, even though the vote, action or presence of such director, officer or stockholder may be necessary to obligate the corporation upon such contracts or transactions; and in the absence of fraud no such contract or transaction shall be avoided and no such director, officer or stockholder shall be held liable to account to the corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of stockholders who are not

directors and officers of the corporation (but not in the case of stockholders who are not directors or officers) the nature of the interest of such director or officer, through not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the Corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the Corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with that corporation, association, firm or entity.

#### **ARTICLE VIII.**

##### **INDEMNIFICATION OF DIRECTORS OR OFFICERS**

Each director or officer now or hereafter serving the corporation, and each person who at the request of or on behalf of the corporation is now serving or hereafter serves as a director or officer of any other corporation, and the respective heirs, executors and administrators of each of them, shall be indemnified by the corporation against all costs, expenses, judgments and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with or resulting from any action, suit or proceeding, civil or criminal, in which he is or may be made party by reason of his being or having been taken or omitted by him as such director or officer,

whether or not he is a director or officer at the time of incurring such costs, expenses, judgments and liabilities, except in relation to matters as to which he shall be finally adjudged, without right of further appeal in such action, suit or proceeding, to have been liable for willful misconduct in the performance of his duty as such Director or officer. Such indemnification shall be made with respect to adjudications other than on the merits and shall extend to settlements and compromises. The foregoing right or indemnification shall not be exclusive of other rights to which such Director or officer may be entitled as a matter of law.

#### **ARTICLE IX.**

##### **INCORPORATORS**

The name and address of the incorporator is:

Rosalva Díaz  
1714 S. Juniper  
Nampa, ID 98651

IN WITNESS WHEREOF, the incorporator has executed these articles of incorporation in duplicate on May 1<sup>st</sup>, 1992.

  
ROSALVA DIAZ