



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

ROCKY MOUNTAIN CAVIARY, INC.

was filed in the office of the Secretary of State on the 27th day of December A.D., One Thousand Nine Hundred seventy-six and will be duly recorded on ~~Film No. 1110~~^{micro-} of 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 Hayden Lake in the County of Kootenai

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 27th day of December , A.D., 1975 .

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

of

ROCKY MOUNTAIN CANARY, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, JAMES R. TYSON, JANICE E. TYSON, and JAMES H. TYSON, being the age of eighteen (18) years, or more, and for the purpose of forming a corporation under the Idaho Business Corporation Act, hereby certify and adopt in triplicate the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be "ROCKY MOUNTAIN CANARY, INC." and its existence shall be perpetual.

ARTICLE II

The purpose and objects of this corporation are as follows:

1. To erect, construct, establish, purchase, lease, and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell, and otherwise dispose of, restaurants, inns, taverns, cafes, cafeterias, grills, automats, buffets, diners, delicatessens, lunch rooms, coffee shops, luncheonettes, ice cream parlors, milk bars, candy stores, soda fountains, bakeries, kitchens, bars, saloons, cocktail lounges, banquet halls, catering establishments, concessions, and other eating and drinking places and establishments of every kind and description, and checkrooms, newsstands, and cigar, cigarette, and tobacco stands and stores, and generally to conduct the business of restaurateurs, caterers, innkeepers, tobacconists, bakers,

butchers, cooks, concessionairs, and purveyors, suppliers, preparers, servers, and dispensers of food and drink; and to engage in all activities, to render all services, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto, or of use therein.

To manufacture, produce, treat, purchase, and otherwise acquire, cook, bake, and otherwise prepare, can, bottle, and otherwise package, and exchange, distribute, sell, and otherwise dispose of, handle, market, store, import, export, deal and trade in and with confections, extracts, syrups, food, and food products of every kind and description, coffee, tea, cocoa, wines, liquors, ale, beer, sodas, and other drinks and beverages of every kind and description, ice cubes, crushed and block ice, cigars, cigarettes, tobacco, and smoking supplies; and products, books, newspapers, magazines, and other publications, and all similar, kindred, and allied articles, products, and merchandise.

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.

ARTICLE III

In addition to the purposes and objects of this corporation set forth in Article II, the powers shall be those powers granted by the Idaho Business Corporations Act, Title 30, and 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:

- (1) To acquire by purchase or otherwise and to own, hold, cancel, reissue, 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 its 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 its own stock which it may hold.
- (2) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the bonds, debentures, notes and other securities and obligations of this corporation.
- (3) To borrow money and give security therefor.
- (4) To enter into, make, perform and carry out contracts of every kind for any lawful purposes pertaining to its business, with any individual, entity, firm, association, or corporation, or with any governmental, municipal, or public authority, domestic or foreign.
- (5) 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 its property or rights.
- (6) 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 General Business Corporations Act of the State of Idaho, or any amendment thereto or substitute therefor, may not at the time lawfully carry on or do.

ARTICLE IV

Before publicly selling, or offering to sell any additional shares of its common stock, or any stock, bonds, debentures, or other securities convertible into common stock, the corporation shall first offer such additional shares to all of the holders of its common stock the right to purchase in the proportions which their holdings of common stock bear to the outstanding common stock at such prices, and on such terms and conditions, as shall be fixed by the Board of Directors. The stockholders of the corporation shall have no preemptive rights to subscribe to any issues or additional issues of capital stock, except capital stock issued for cash; the preemptive right of stockholders to subscribe for issues or additional issues of capital stock, the purchase price of which shall be labor done, personal property, or real property, or leases thereof, is expressly denied. Furthermore, without first being offered to the stockholders for subscription, any shares of common stock now or hereafter authorized may be issued:

- (1) As dividends or in payment of dividends;
- (2) Pursuant to any amendment of the Articles of Incorporation whereby shares of common stock are changed into a greater number of shares of the same class;
- (3) For the sale to savings or investment funds established for the benefit of employees of the corporation, or employees of any subsidiary corporation.

ARTICLE V

The location and post office address of the registered office of the corporation in this State shall be Route 2, Box A-17, Hayden Lake, Idaho 83835.

The registered agent of the corporation shall be James R. Tyson, whose address

is Route 2, Box A-17, Hayden Lake, Idaho 83835.

ARTICLE VI

The total number of shares of stock authorized, and which may be issued by this corporation is 50,000 shares of common stock, the par value of each of such shares is \$1.00, for a total capitalization of \$50,000.00.

Dividends are payable on the common stock, when and as declared out of the unreserved earned surplus and out of all other such sources as are legal under the laws of the State of Idaho. Dividends on the common stock may be in the form of cash, property, or shares of common stock.

Each holder of the common stock shall be entitled to one vote for each share of stock standing in his name on the books of the corporation.

ARTICLE VII

The amount of paid-in-capital will be a minimum of \$1,000.00, and the corporation will not commence business until consideration of the value of at least \$500.00 has been received for the issuance of shares.

ARTICLE VIII

The number of directors of the corporation shall be fixed as provided in the By-Laws, and may be changed from time to time by amending the By-Laws, as therein provided, but the number of directors shall not be less than the number allowed by statute.

In furtherance of and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to make, alter, amend and repeal the By-Laws of the corporation, subject to the power of the stockholders of

the corporation to change or repeal such By-Laws.

The corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with its directors, officers and stockholders and with corporations, association, firms and entities in which they are or may be or become interested as directors, officers, shareholders, 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 voided and no such director, officer or stockholder shall be held liable to account to the corporation, by reason of such adverse interests or by reasons 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 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, though 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.

Any contract, transaction, or act of the corporation or of the directors or of any officer of the corporation which shall be ratified by a majority of a quorum of the

stockholders of the corporation at any annual meeting or any special meeting called for such purpose, shall insofar as permitted by law, be as valid and as binding as though ratified by every stockholder of the corporation.

The first directors of this corporation shall be three (3) in number and their names and post office addresses are as follows:

<u>Name</u>	<u>Post Office Address</u>
James R. Tyson	Rt. 2, Box A-17, Hayden Lake, Idaho 83835
Janice E. Tyson	Rt. 2, Box A-17, Hayden Lake, Idaho 83835
James H. Tyson	3001 Lakeside Drive, Moses Lake, WA 98837

The term of the first directors shall be until the first annual meeting of the stockholders of the corporation, and until their successors are elected and qualified.

ARTICLE IX

The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>Shares Owned</u>
James R. Tyson	Rt. 2, Box A-17 Hayden Lake, Idaho 83835	one
Janice E. Tyson	Rt. 2, Box A-17 Hayden Lake, Idaho 83835	one
James H. Tyson	3001 Lakeside Drive Moses Lake, WA 98837	one

ARTICLE X

The corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter

prescribed or permitted by statute. All rights of stockholders in the corporation are granted subject to this reservation.

IN WITNESS WHEREOF, the incorporators hereinabove named have hereunto set their hands in triplicate this 11 day of December, 1976.

James R. Tyson
James R. Tyson

Janice E. Tyson
Janice E. Tyson

James H. Tyson
James H. Tyson

STATE OF WASHINGTON)
County of Lincoln) (ss.
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On this day personally appeared before me JAMES R. TYSON, JANICE E. TYSON, and JAMES H. TYSON, to me known to be the individuals described in and who executed the within and foregoing instrument, and acknowledged that they signed the same as their free and voluntary act and deed, for the uses and purposes therein mentioned.

GIVEN under my hand and official seal this 11 day of December, 1976.

John C. Dill
Notary Public in and for the State of Washington, residing at Davenport