

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

R & R CAFE, 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 _____

R & R CAFE, INC.

, 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 2 _____, 19 81 _____.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
R & R CAFE, INC.

RECEIVED

January 2

SECRETARY OF
STATE

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, Paula Depew who is a citizen of the United States and a natural person of full age, does this day voluntarily form a corporation for profit under the laws of the State of Idaho, and I do hereby certify and state:

I.

That the name of the corporation is and shall be R & R Cafe, Inc.

II.

That subject to dissolution in the manner provided by law, the life of this corporation shall be perpetual.

III.

That the purposes for which this corporation is formed are as follows:

A. To invest in all types and varieties of investments such as real estate, personal property, operating businesses, liquor licenses, etc.

B. To be possessed of all the powers and rights conveyed upon corporations by the Business Corporation Act of the State of Idaho.

IV.

That the location and registered office of this corporation shall be Route 1, Buhl, Idaho 83316. The registered agent at that address is Cal Harper.

V.

The aggregate number of shares this corporation shall have the authority to issue shall be 25,000 shares. All of said shares shall have a par value of \$1.00 each, amounting in the aggregate to \$25,000.00. Each share shall be non-assessable, shall be cumulative voting but shall carry no pre-emptive right. The name and post office address of the incorporator and the number of shares subscribed by her is as follows:

Paula Depew	<u>Shares</u>
P.O. Box 309	(1)
Twin Falls, Idaho 83301	

VI.

All or any portion of the capital stock may be issued for cash or real or personal property, services, or any other right or thing of value for the use and purposes of the corporation and when so issued shall become and be fully paid, the same as though paid for in cash at par and the director shall be the sole judge of the value of any property, right or thing acquired in exchange for capital stock. Each issued and fully paid share of stock shall be non-assessable.

VII.

From time to time the capital stock may be increased according to law, and may be issued in such amounts and proportions as shall be determined by the Board of Directors and as may be permitted by law.

VIII.

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

IX.

Whenever the corporation shall have in effect a valid election, neither terminated nor revoked, to be taxed pursuant to Subchapter S of the Internal Revenue Code of 1954, or any amendment thereof, no attempted transfer or hypothecation, voluntary or involuntary (including any caused by the death of a stockholder), of any stock of the corporation shall be effective unless and until the proposed transferee shall have timely executed and delivered any consent or other documents required to maintain in full force and effect such election.

X.

The corporation shall have the power to adopt a plan for the issuance of stock in accordance with the provisions of Section 1244 of the Internal Revenue Code of 1954 or any amendment thereof.

XI.

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that the director or the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; the director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company which shall authorize such contract or transaction he may vote thereon to authorize such contract or trans-

action with like force and effect as if he were not such director or officer of such other corporation and not so interested.

XII.

When there is more than one shareholder, a ~~stockholder~~ desiring to sell his share or shares of stock, must first offer them for sale to the remaining stockholder(s). It being the intention hereof to give them a preference to the purchase of the same; any attempted sale in violation of this provision is null and void. The stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale and unless the terms are accepted by any or all of the other stockholders within thirty (30) days thereof, they shall be deemed to have waived their privilege of purchasing and he be at liberty to sell to anyone else upon the same terms as were offered to the other stockholder.

XIII.

That the business of the corporation shall be managed by a Board of Directors composed of at least one (1) shareholder. The name and address is as follows: Paula Depew, Box 309, Twin Falls, Idaho 83301. The number of the Board of Directors may be changed from time to time by the Board of Directors.

IN WITNESS WHEREOF, The party hereto has hereunto set his hand and seal this

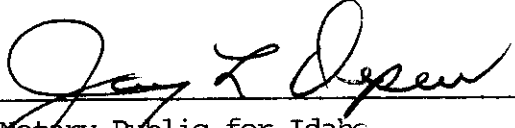
30th day of December, 1980.

Paula Depew

STATE OF IDAHO)
)
County of Twin Falls) ss.

On this 30th day of December, 1980, before me, the undersigned, a Notary Public for Idaho, personally appeared Paula Depew, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she 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.



Notary Public for Idaho
Residing at Twin Falls, Idaho