

## Department of State.

### CERTIFICATE OF INCORPORATION

**IRA H. MASTERS**

I, ~~XXXXXXXXXXXX~~, 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

**TORCH LOUNGE, INC.**

was filed in the office of the Secretary of State on the **eighteenth** day  
of **December** A.D. One Thousand Nine Hundred **Fifty-one** and  
duly recorded on Film No. **70** of Record of Domestic Corporations, of the State of Idaho,  
and that the said articles contain the statement of facts required by Section 29-103, Idaho Code,  
Annotated.

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  
**fifty (50) years** from the date hereof, with its registered office in this State located at  
**Boise** in the County of **Ada**

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 **18th** day  
of **December**, in the year of our Lord  
one thousand nine hundred **fifty-one**,  
and of the Independence of the United States of  
America the One Hundred **Seventy-sixth**.

Secretary of State.

## ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS: That, we, the undersigned, do hereby associate ourselves for the purpose of forming a corporation under the laws of the State of Idaho and adopt the following Articles of Incorporation.

### ARTICLE I.

The incorporators are Elnora Johnson, Rex Jackson, and Ira Williamson, all residents and citizens of the City of Boise, County of Ada, State of Idaho and all and each being over the age of twenty-one years, and the name of the corporation shall be TORCH LOUNGE, INC. Its principal place of business within the State of Idaho shall be at Boise, County of Ada, State of Idaho, where meetings of stockholders and directors may be held and any and all corporate business may be transacted.

### ARTICLE II.

The general nature of the business proposed to be transacted is the retail selling of liquor, beer and soft drinks.

### ARTICLE III.

The capital stock of the corporation shall be Five Thousand Dollars (\$5,000.00) divided into fifty (50) shares of the par value of One Hundred Dollars (\$100.00) each which shall be paid as the Board of Directors may designate, in cash, real or personal property, or any other valuable right or thing for the uses or purposes of the corporation and all shares of capital stock, when issued in exchange therefor, shall thereupon and thereby become and be fully paid, the same as though paid for in cash at par, and the judgment of the directors as to any value of any property, right or thing acquired in exchange for capital stock, shall be conclusive. The number of

shares subscribed for by each of the incorporators is as follows:

Elnora L. Johnson	48 shares
Rex Jackson	1 share
Ira Williamson	1 share

#### ARTICLE IV.

The commencement of the corporation shall be the date of the issuance to it of a certificate of incorporation by the Secretary of State of the State of Idaho and it shall endure for the full term of fifty (50) years thereafter, with the privilege of perpetuation as provided by law.

#### ARTICLE V.

The affairs of the corporation shall be conducted by a board of three (3) directors and such officers as the said Board of Directors may elect or appoint.

Said Directors shall be elected from among the stockholders at their annual meeting to be held on the second Monday in the month of January of each year. Until the first annual meeting of the stockholders and until their successors have been elected and have qualified, the following named persons shall be the officers and directors of this corporation, to-wit:

President and Treasurer, Elnora L. Johnson  
1623 Bannock Street, Boise, Idaho

Vice-President, Ira Williamson  
1938 North 18th Street, Boise, Idaho

Secretary, Rex Jackson  
1722 North 8th Street, Boise, Idaho

#### ARTICLE VI.

The Directors shall have power to adopt, amend and rescind by-laws and to fill vacancies occurring in the Board from any cause.

ARTICLE VII.

The highest amount of indebtedness or liability to which the corporation may at any one time subject itself is Ten Thousand Dollars (\$10,000.00).


ARTICLE VIII.

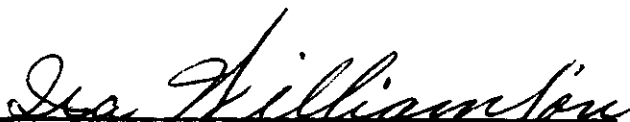
The private property of the stockholders of the corporation shall be forever exempt from its debts or obligations.


ARTICLE IX.

The post office address of the corporation shall be 1826 Main Street, Boise, Ada County, State of Idaho.

IN WITNESS WHEREOF, we have hereunto affixed our signatures this 17<sup>th</sup> day of December, 1951.

  
Elvora T. Johnson  
1623 Bannock St., Boise, Idaho


  
Ira Williamson  
1938 N. 18th St., Boise, Idaho

  
Rex Jackson  
1722 N. 8th St., Boise, Idaho

STATE OF IDAHO     )  
County of Ada     ) ss.

Before me, J. M. Lampert, a Notary Public in and for the County of Ada, State of Idaho, on this day personally appeared ELVORA T. JOHNSON, IRA WILLIAMSON, and REX JACKSON, known to me to be the same persons who signed the foregoing Articles of Incorporation and acknowledged to me that they executed the same for the uses and purposes therein mentioned.

Given under my hand and seal this 17<sup>th</sup> day of December, 1951.

  
Notary Public for the State of Idaho  
Residing at Boise, Idaho