

# *State of Idaho*

## **Department of State**

### CERTIFICATE OF INCORPORATION OF

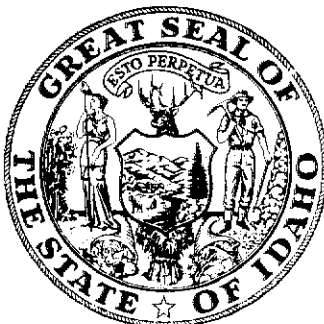
BAGEL BROS., INC.

File number C 107881

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: October 3, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

IDAHO STATE  
JUL 10 PM 3 02

ARTICLES OF INCORPORATION  
OF  
BAGEL BROS., INC.

IDAHO SECRETARY OF STATE  
19941003 0900 32550 2  
EX #: 17757015 LIST# 40977  
CORP  
100.00= 100.00

# : C

The undersigned, acting as incorporators under the Idaho Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the corporation is BAGEL BROS., INC.

ARTICLE TWO

DURATION

The duration of the corporation shall be perpetual.

ARTICLE THREE

PURPOSES AND POWERS

The purposes of the corporation and its powers shall include all powers and purposes authorized by the Idaho Business Corporation Act.

ARTICLE FOUR

STOCK

The aggregate number of shares which the corporation shall have authority to issue is 1,000 in number and shall be One Dollar (\$1) par value. Said shares of stock shall be fully paid for before being issued, and after issuance shall be non assessable.

## LOCATION

The location and address of the initial registered office of the corporation is 3131 Escalante Ave., Idaho Falls, Idaho 83404, and the name of its initial registered agent at such address is Terrel F. Transtrum.

## ARTICLE SIX

### INCORPORATORS

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Terrel F. Transtrum	3131 Escalante Ave. Idaho Falls, ID 83404
Charlotte A. Transtrum	3131 Escalante Ave. Idaho Falls, ID 83404

## ARTICLE SEVEN

### BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Terrel F. Transtrum	3131 Escalante Ave. Idaho Falls, ID 83404
Charlotte A. Transtrum	3131 Escalante Ave. Idaho Falls, ID 83404

IN WITNESS WHEREOF, we have hereunto set our hands and seals  
this \_\_\_\_ day of September, 1994.

Terrel F. Transtrum  
Terrel F. Transtrum

Charlotte A. Transtrum  
Charlotte A. Transtrum

STATE OF IDAHO )  
County of Bonneville ) ss.

ON THIS 26<sup>th</sup> day of September, 1994, before me, BARBARA HELLEKSON, a Notary Public in and for the State, personally appeared Terrel F. Transtrum, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he 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.

( S E A L )

Barbara Hellekson  
Notary Public for Idaho Right  
Residing at Idaho Falls, Idaho  
Commission Expires 6/5/97

STATE OF IDAHO )  
County of Bonneville ) ss.

ON THIS 29<sup>th</sup> day of September, 1994, before me, SUSAN A. Cordova, a Notary Public in and for the State, personally appeared Charlotte A. Transtrum, known to me to be the person whose name is subscribed to the within and 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.

( S E A L )

Susan A Cordova  
Notary Public for Idaho  
Residing at Idaho Falls, Idaho  
Commission Expires 6-3-99