

ARTICLES OF INCORPORATION

FILED EFFECTIVE

OF

2009 MAY 22 AM 7:33

BISHOP'S BISTRO, INC.

SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS THAT THE UNDERSIGNED, ROBERT D. BISHOP and ANNA M. BISHOP, who are two natural persons of full age, have this day voluntarily associated themselves for purposes of forming a private domestic corporation under the laws of the State of Idaho and to that end do hereby adopt Articles of Incorporation as follows:

FIRST: Corporate Name. The name of the corporation shall be BISHOP'S BISTRO, INC.

SECOND: Corporate Existence. The period of existence and duration of the life of this corporation is perpetual.

THIRD: Registered Office and Registered Agent. They physical location of the registered office shall be in care of Robert D. Bishop, of 212 Oak Street, Nezperce, ID with the mailing address being P.O. Box 87, Nezperce, ID 83543. The registered agent to accept service of process at the foregoing address will be Robert D. Bishop, with the same physical and mailing addresses as set forth previously in this paragraph.

FOURTH: Corporate Purposes: The nature of the business and object and purposes of the business to be transacted, promoted and carried on are the doing of any and all of the following things herein mentioned as full and to the same extent as natural persons might or could do in any part of the world:

1) To generally engage in the business of operating a commercial retail restaurant business at any place within or without the State of Idaho for purposes of retailing food products

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to the public through a formal restaurant or by catering the same or to carry out any activity which is incidental to the operation of the restaurant and food service business of any kind and character, either within or without the State of Idaho, including the sale of alcoholic beverages incidental to the operation of a restaurant. Furthermore, the corporation shall have the right to engage in the owning of business or residential properties for purposes of housing restaurants or in all other respects. The corporation shall have the right to employ such persons as it shall deem necessary for carrying out the purposes herein mentioned.

2) To do any of the things necessary, incidental, and prudent to the carrying out of the purposes and things set forth in the preceding paragraph which may be deemed necessary and reasonable by the Board of Directors.

3) To have and exercise all the powers now or hereafter conferred by the laws of the State of Idaho upon corporations, organized pursuant to the laws under which this corporation is organized, and to any and all acts mandatory thereof and supplemental thereto.

4) To invest the assets of the corporation in property of every kind and character, whether real, personal, or mixed, tangible or intangible, wherever situated and however held, including, but not limited to money, choses in action, securities, stocks, bonds, warrants, mortgages, notes, and other obligations and evidences of interest indebtedness of any person, firm, or corporation, foreign or domestic, or of any government or subdivision or agency thereof.

5) To lease equipment from any other corporation to carry out the purposes of this corporation and to pay rents for such leased equipment to the owner thereof under any circumstances deemed reasonable by the Board of Directors.

Nothing in these paragraphs and this section shall be construed as giving this corporation the right, powers or privileges not permitted to it by law, but the occurrence in any of the

foregoing clauses of this article of any purpose, power or object not prohibited by the laws of the State of Idaho, of the United States of America, or any other state or district in which this corporation may carry on business shall not invalidate any other purpose, power, or object not otherwise prohibited by reason of contiguity or apparent association therewith.

6) To acquire and to make payment therefor in cash for the stocks or bonds of the corporation, or by undertaking or assuming any obligation and liabilities of the transferor, or in any manner dispose of the whole or any part of the property so purchased; to conduct in a lawful manner the whole or any part of the business so acquired, and to exercise all of the powers necessary or convenient for the conduct and management thereof.

FIFTH: Directors Powers: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

1) To make and alter bylaws of this corporation; to fix the amount to be reserved as working capital over and above its capital stock paid in; and to authorize and cause to be executed, mortgages and liens upon the real property and personal property of this corporation.

2) Pursuant to the affirmative vote of 75% of the issued and outstanding stock having voting power, or when authority by the written consent of at least 100% of the holders of the voting stock issued and outstanding, the Board of Directors shall have the power and authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its good will and corporate franchise, upon such terms and conditions as its Board of Directors deems expedient and for the best interest of the corporation.

SIXTH: Corporate Stock: The capital stock of this corporation shall be \$25,000.00 and shall be divided into 250 shares of stock at the par value of \$100.00 per share. No distinction

shall exist between the shares of this corporation, and all such shares shall have the same right in the corporation.

SEVENTH: Capitalization: All or any portion of the capital stock may be issued for cash or payment for real or personal property, services, or any other right, or thing of value, for the uses 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 directors shall be the sole judges of the value of any property, thing, or right acquired in exchange for the capital stock.

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

NINTH: Incorporators and Directors: The name and address of each of the incorporators and a statement of the total number of shares subscribed for by each is as follows, and the directors are the same persons:

Robert D. Bishop P.O. Box 87 Nezperce, ID 83543	5 shares	\$500.00
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Anna M. Bishop P.O. Box 87 Nezperce, ID 83543	5 shares	\$500.00
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TENTH: Amendment of Articles: This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by the statute, and all the rights conferred upon the stockholders herein are granted, subject to this resolution.

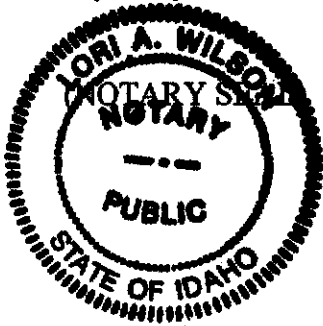
ELEVENTH: Limitation of Liability: The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

STATE OF IDAHO)

County of Idaho)^{SS}

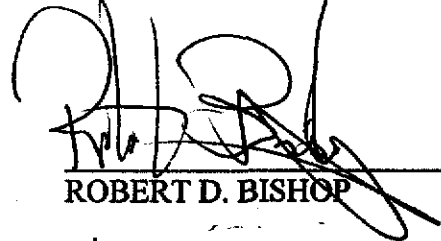
On this 14 day of MAY, 2009, before me, a Notary Public, in and for said County and State, personally appeared, ANNA M. BISHOP, known to me to be the person whose name is subscribed to the within instrument, and she acknowledged to me that she freely executed the same.

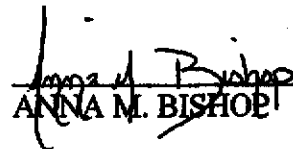
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.



Lori A. Wilson
Notary Public for the State of Idaho,
Residing at Boonville, therein.
My commission expires Oct. 19, 2013.

We, the undersigned, being each one of the original subscribers to the capital stock herein named for the purpose of forming a corporation to do business both within and without the State of Idaho, in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying the facts stated are true, and we respectfully agree to take the number of shares hereinabove set opposite our names and accordingly have hereunto set our hands and seals this 14th day of May, 2009.


ROBERT D. BISHOP

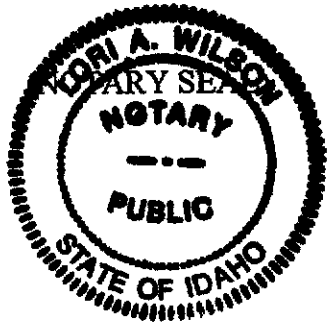

ANNA M. BISHOP

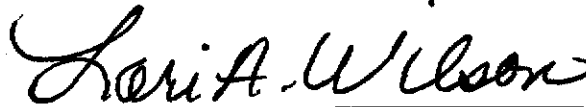
STATE OF IDAHO)

County of Idaho)^{SS}

On this 14 day of May, 2009, before me, a Notary Public, in and for said County and State, personally appeared, ROBERT D. BISHOP, known to me to be the person whose name is subscribed to the within instrument, and he acknowledged to me that he freely executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.





Notary Public for the State of Idaho,
Residing at Granville, therein.
My commission expires Oct. 19, 2013.

Anna & Robert Bishop
212 Oak Street
Nezperce, ID 83543

April 21, 2009

Via Fax: 208-334-2080

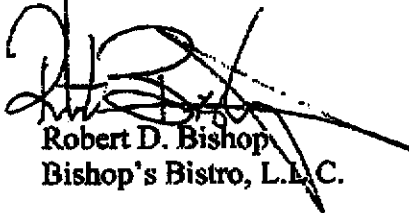
Idaho Secretary of State
Attn: Sally Lloyd
P.O. Box 83720
Boise, ID 83720-0080

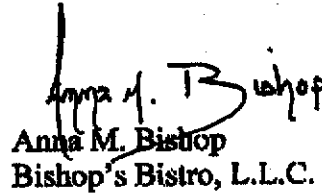
To Whom it May Concern:

The undersigned are the owners/managers of Bishop's Bistro, L.L.C. We are currently in the process of forming a new corporation Bishop's Bistro, Inc. It is our intent to administratively dissolve Bishop's Bistro, L.L.C., by no later than June 1, 2009. As such, please proceed with the corporate filing for Bishop's Bistro, Inc.

If you have any questions or concerns, please feel free to contact our attorney, Adam H. Green, via telephone at (208) 983-3089.

Sincerely,


Robert D. Bishop
Bishop's Bistro, L.L.C.


Anna M. Bishop
Bishop's Bistro, L.L.C.

cc: Adam H. Green

2009 MAY 21 AM 9:39
SECRETARY OF STATE
STATE OF IDAHO