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SECRETARY OF STATE  
STATE OF IDAHO

**Articles of Incorporation**  
**of**  
**Windmill Properties, Inc.**

The undersigned, Arlene Jenneskens, being qualified as an incorporator of a corporation under the Corporation Laws of the State of Idaho, of legal age, enters into these Articles for the purpose of forming a corporation under the laws of the State of Idaho, and does hereby make, adopt, execute and acknowledge these Articles of Incorporation as follows:

ARTICLE I

Corporate Name

The name of the corporation shall be Windmill Properties, Inc.

ARTICLE II

Duration

The duration of the corporation shall be perpetual.

ARTICLE III

Purposes

The purposes for which this corporation is formed are as follows:

3.1 To own, conduct, operate, maintain and carry on a general restaurant and cafeteria business in the State of Idaho, and at any other place or places as may be determined by the board of directors of this corporation. To own and operate coffee houses, restaurants, inns, eating houses, taverns, or places of

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entertainment and refreshment, with power to contract with towns, cities, counties or any municipal corporation or other corporation or body politic, or any person or persons, and to make and execute all agreements for the operation of coffee houses, restaurants, inns, eating houses, taverns or places of entertainment and refreshment in the United States; to construct, own, purchase, maintain, operate, sell, lease, or dispose of any property, and to have power to purchase and hold in fee simple or otherwise real estate as may be necessary for carrying on the business of the corporation. The object and purpose of the corporation is to carry on any activity necessary to own and operate coffee houses, restaurants, inns, eating houses, taverns or places of entertainment, including, if the board of directors so determines, the sale, use or possession of alcoholic, vinous, spirituous or malt liquors as a beverage in all locations where such spirits shall not be prohibited. The company is also authorized to issue from time to time bonds with or without coupons at a rate of interest not exceeding that allowed by the laws of Idaho, secured in the manner as the board of directors may authorize and for amounts and on the conditions as the board of directors of the company shall prescribe, and the corporation may contract with the individuals and authorities for the guaranteeing or securing the payment of bonds, principal and interest or either or both.

3.2 To employ servants or agents as may be desired or needed in the conduct of the business of this corporation; to contract and be contracted with for the purchase, lease or hire of all rights, leases, licenses, franchises, certificates or

permits, and vehicles, equipment, parts or materials as the company may desire or need for its purposes; to purchase or lease the grounds or buildings as this corporation may need for restaurants.

3.3 To lend money and negotiate loans; to draw, accept, endorse, discount, buy, sell, and deliver bills of exchange, promissory notes, bonds, debentures, coupons and other negotiable instruments and securities; to issue on commission, subscribe for, take, acquire, and hold, sell, exchange, and deal in, shares, stocks, bonds, obligations, securities of any government or authority or company; to form, promote, subsidize and assist companies, syndicates, and partnerships of all kinds; to give any guarantee for the payment of money or the performance of any obligation or undertaking; to undertake and execute any trusts; to acquire, improve, manage, work, develop, exercise all rights in respect of, lease, mortgage, sell, dispose of, turn to account and otherwise deal with, property of all kinds, and in particular relating to lands, buildings, concessions, patents, business concerns, and undertakings; to enter into any arrangements with any authorities, municipal, local or otherwise that may seem conducive to the company's objects or any of them and to obtain from any such government or authority any rights, privileges, and concessions which the company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangement, rights, privileges and concessions. Generally to carry on and undertake any business, undertaking, transaction, or operation commonly carried on or undertaken by banks, capitalists, promoters, financiers, concessionaires,

contractors for public and other works, merchants and any other business which may seem to the company capable of being conveniently carried on in connection with the above or calculated, directly or indirectly, to enhance the value of or render profitable, any of the company's property or rights.

3.4 To take and hold title to securities or real estate, in its own behalf, but and also as nominee on behalf of other corporations, associations, partnerships, or individual persons, and to hold, and transfer or convey those securities or real estate and to perform any incidental transactions in connection with that activity on behalf of the corporations, associations, partnerships, or individual persons for whom the Corporation shall hold title. To execute quit claim deeds, warranty deeds, and all documents conveying interests in real estate or personal property.

3.5 To buy, sell, trade, erect, own, manage and operate buildings of any kind or type. To lease, buy, sell, exchange, and lease all types of real estate, and to obtain all types of financing of said property; to mortgage and execute all types of financing documents to secure the financing of all types of property.

3.6 In general to do all things and perform all acts necessary and proper for the accomplishment of the aforesaid purposes and necessary or incidental to the achievement of the objectives of the corporation, and to have and exercise all powers of any nature whatsoever permitted or conferred by law upon corporations in general.

3.7 To incur indebtedness, secured or unsecured, for any of the purposes of the corporation.

3.8 To acquire by purchase, lease or otherwise, real and personal property and appurtenances for any lawful purpose and to hold, use, deal with, improve, develop, operate, manage, trade in and otherwise handle real and personal property of all types and kinds.

3.9 To issue its own securities, including interest bearing debentures and two or more classes of securities, and to invest, trade in and otherwise deal with and in securities of all other kinds including the power to issue all classes of securities in the method and form allowed by the laws of the State of Idaho and by this clause hereby adopting all other powers, rights and duties allowed by amendments to the corporation law.

3.10 To purchase, take, receive otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares as authorized by law.

3.11 To do each and every thing necessary, convenient or advisable for the accomplishment of any of the purposes and objects of this corporation, and to exercise any and all of the powers mentioned in these Articles, as well as, any powers now or hereafter expressly or impliedly conferred by the laws of the State of Idaho.

#### ARTICLE IV

##### Shares

The corporation shall have authority to issue 500 shares of common stock, which shares shall have a par value of \$100.00 each.

## ARTICLE VI

### Conflicts of Interest

The corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with its directors, officers and shareholders, and with corporations, associations, 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 shareholder 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 avoided and no such director, officer or shareholder shall be held liable to account to the corporation, by reason of any such adverse interest or by reason 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 shareholders who are not directors or officers) the nature of the interest of such director or officer, though not necessarily the details of 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.

## ARTICLE VII

### Ratification

Any contract, transaction, or act of the corporation or of the directors or any officers of the corporation which shall be ratified by a majority of a quorum of the shareholders of the corporation at any annual meeting or any special meeting called for such purposes shall, insofar as permitted by law, be as valid and as binding as though ratified by every shareholder of the corporation. Shareholders may participate in a meeting of shareholders by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## ARTICLE VIII

### Indemnification of Directors and Officers

8.1 A Director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages arising from any conduct as a Director, except this limitation on liability shall not apply to (i) acts or omissions involving intentional misconduct by the Director or a knowing violation of law by the Director, (ii) conduct violating Section 30-1-5 I.C. or Section 30-1-48 I.C., (iii) any transaction from which the Director will personally receive a benefit in money, property, or services to which the Director is not legally entitled, or (iv)

any breach of the directors' or officers' duty of loyalty to the Corporation or its shareholders. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing Paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

8.2 The Corporation shall indemnify, and shall have the power to purchase and maintain insurance for, its Directors, officers, trustees, employees, and other persons and agents to the extent authorized by I.C. 30-1-5 or any other statute adopted by the State of Idaho. Without limiting the generality of the foregoing, the Corporation shall indemnify its Directors against all liability, damages, and costs or expenses (including attorney's fees) whether based on a civil or criminal proceeding, arising from or in connection with service for, employment by, or other affiliation with this Corporation to the maximum extent and under all circumstances permitted by law.

## ARTICLE IX

### By-Laws

The power to adopt, amend and repeal by-laws for the corporation is expressly vested in the Board of Directors of the corporation subject to the power of the shareholders of the corporation to amend or repeal any such by-laws.

ARTICLE X

Amendments

These Articles of Incorporation may be amended or repealed in any manner now or hereafter prescribed or permitted by statute of the State of Idaho. All rights of shareholders of the corporation are granted subject to this right to amend or repeal these Articles of Incorporation.

ARTICLE XI

Shareholders and Directors Meetings

To the extent authorized by the By-Laws of the corporation, shareholders and directors may participate in a meeting of shareholders or directors by means of a conference telephone or similar communication equipment, by means of which all shareholders participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

ARTICLE XII

Initial Registered Office and Registered Agent

The initial registered office of the corporation shall be located at 4852 W. Sunny Slopes Road, Worley, Idaho 83876. The initial registered agent at that address shall be Arlene Jenneskens.

ARTICLE XIII

Initial Board of Directors

The number of directors of this corporation shall be not less than two nor more than nine. The initial Board of Directors of this corporation shall consist of Arlene Jenneskens and Duane Jenneskens, both of whom reside at 4852 W. Sunny Slopes Road, Worley, Idaho, 83876. They shall serve as directors until the first annual meeting of shareholders or until their successors have been elected and qualified.

ARTICLE XIV

Incorporator

The name and post office address of the sole incorporator of this corporation is:

Arlene Jenneskens  
4852 W. Sunny Slopes Road  
Worley, Idaho 83876

IN WITNESS WHEREOF I have hereunto set my hand and seal this 2

day of June, 2004.

Arlene Jenneskens  
Arlene Jenneskens, Incorporator and  
Registered Agent