

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

CALDWELL FAMILY RESTAURANT, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of CALDWELL FAMILY RESTAURANT, INC.

_____ for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to CALDWELL FAMILY RESTAURANT, INC.

to transact business in this State under the name CALDWELL FAMILY RESTAURANT, INC.

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated **September 13, 1990**



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zabala

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is CALDWELL FAMILY RESTAURANT, INC.

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2. The name which it shall use in Idaho is Same as Item 1. above.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Washington

4. The date of its incorporation is June 18, 1990 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is

N. 1212 Washington, Suit 110, Spokane, WA 99201

6. The address to which correspondence should be addressed, if different from that in item 5.

Same as item 5. above.

7. The street address of its proposed registered office in Idaho is 4830 Highland Drive,
Post Falls, Idaho 83834, and the name of its proposed registered agent in Idaho at that address is Linda Roach

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

Family restaurant

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Dennis R. Guenther</u>	<u>President, Director</u>	<u>N. 1212 Washington, Suite 110, Spokane, WA</u>
<u>Robert E. Guenther</u>	<u>Vice President</u>	<u>N. 1212 Washington, Suite 110, Spokane, WA</u>
<u>Gerald W. Hankel</u>	<u>Secy/Tresurer, Director</u>	<u>East 11920 Mansfield Spokane, WA 99206</u>
<u>William J. Lawson</u>	<u>Director</u>	<u>North 5106 Northwood Dr. Spokane, WA 99212</u>

(continued on reverse)

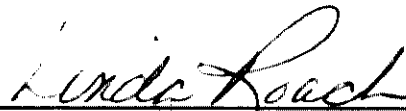
CONSENT TO SERVE AS REGISTERED AGENT

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I, Linda Roach, hereby consent to serve as Registered Agent, in the State of Idaho, for the following corporation, CALDWELL FAMILY RESTAURANT, INC.

I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

DATED: September 10, 1990.



LINDA ROACH
4830 Highland Drive
Post Falls, Idaho 83834



SECRET
SECTION 101

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STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that, according to records on file in this office, as of the date of this certificate,

CALDWELL FAMILY RESTAURANT, INC.

is a Washington Profit corporation,

duly authorized to transact business or conduct affairs as a corporation in the State of Washington.

Date: September 10, 1990

Corporation Number: 601 256 431

Date of Incorporation
or Qualification: June 18, 1990

Given under my hand and the seal of the State
of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State

N. Brown