



CERTIFICATE OF INCORPORATION  
OF

JIM LIN, INC.

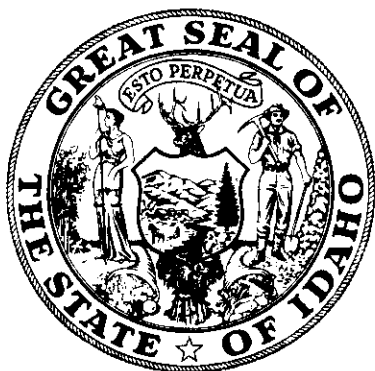
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

JIM LIN, INC.

, 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 November 9, \_\_\_\_\_, 19 79.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

FILED  
Nov 9 1 10 PM '79  
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

JIM LIN, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and the Acts amendatory thereof and supplemental thereto, do certify as follows:

FIRST

The name of the corporation is JIM LIN, INC.

SECOND

The purposes and objects for which the corporation is formed are:

(a) To own, lease, manage, and operate retail and wholesale business establishments for the purpose of leisure and entertainment.

(b) To purchase for investment or resale, and to deal in, land and other property of any tenure and any interest therein, and to create, sell, or deal in, any freehold, leasehold, ground rents, and to make advances upon the securing of land, houses and other property, or any interest therein, and to generally deal in, by way of sale, lease, exchange or otherwise, land and house property and any other property, whether real or personal;

(c) To make any improvements upon any real property, including, but not limited to, the subdivision thereof, the installation of water systems, sewer systems, the building of structures for rent or sale or lease, the general improving of sites, the building of roads, fences, and any and all other improvements deemed advisable by the Board of Directors of the corporation;

(d) To buy, sell, acquire, hold, own, dispose of, convey, mortgage, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, franchises, privileges, rights, goods, wares, and merchandise of every, kind, nature and description;

(e) To buy, sell, convey, lease, let, mortgage, exchange, or otherwise acquire and dispose of land, lots, houses, buildings and real property, hereditaments and appurtenances of all kinds wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do and without limit as to amount;

(f) To acquire by purchase, subscription, or otherwise and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of, any shares of capital stock, scrip, bonds, mortgages, securities, or evidences of indebtedness, issued or created by any other corporation, joint stock company, or association, public or private, or by whomsoever issued, and while the owner or holder thereof to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon;

(g) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, either public or private, or with any territory or government, or any agency thereof;

(h) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations, or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law;

(i) To acquire, hold, sell, reissue or cancel any shares of its own capital stock, provided, however, that this corporation may not use any of its funds or property for the purchase of its own common stock when such use would cause any impairment of the capital of this corporation; and provided further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly;

(j) To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation and association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;

(k) To organize, promote, incorporate, and reorganize, subsidiary corporations and joint stock companies and associations for any purpose permitted by law;

(l) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes

or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees, or otherwise, and either alone or in connection with any person, firm, association or corporation;

(m) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of said State, or under any Act amendatory thereof or supplemental thereto, or substituted therefore.

The foregoing clauses are to be construed as objects and powers; and it is expressly hereby provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the Act hereinbefore referred to, or any amendment thereof or supplemental thereto, or substitute therefore, may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the subparagraphs (a) to (m), inclusive of paragraph Second of these Articles of Incorporation shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to, or inference from the terms of any other subparagraph, clause or paragraph of these Articles of Incorporation.

#### THIRD

The corporation is to have perpetual existence.

#### FOURTH

The location and post office address of the registered office of the corporation is ~~P.O. Box 3454~~, Boise, Idaho, 83703.

\* 4770 Bloom St.

#### FIFTH

The amount of capital stock of this corporation shall

be and is ten thousand (10,000) shares of stock of the par value of One and no/100 (\$1.00) Dollar each, making an aggregate stock of Ten Thousand and no/100 (\$10,000.00) Dollars, which stock shall not be issued until fully paid for and once so issued shall be nonassessable.

#### SIXTH

The names and post office addresses of the incorporators and first directors and the number of shares subscribed for by each, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
James B. Sevy - Designated Resident Agent	4770 Bloom St. Boise, ID 83703	One
Linda Martin	4770 Bloom St. Boise, ID 83703	One

#### SEVENTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

#### EIGHTH

The number of directors of the corporation shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws and in accordance with Idaho Code, Section 30-139, provided the number of directors of the corporation shall not be less than two. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

#### NINTH

Stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation.

#### TENTH

A voluntary lease, sale or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient for the best interests of the corporation, after authorization therefore by holders of two-thirds (2/3) of the then outstanding shares.

#### ELEVENTH

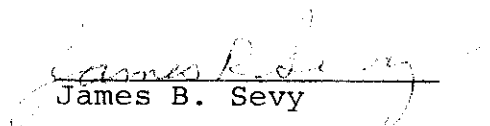
No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation, any director individually, or any firm which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof and any director of the corporation who is also a director or officer of such other corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or any such transaction with like force as if he were not such director or

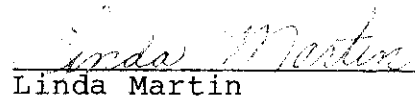
officer of such other corporation or not so interested.

TWELFTH

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws and the corporation reserves the right to amend, alter, change or repeal, any provisions contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by law, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 1 day of July, 1979.

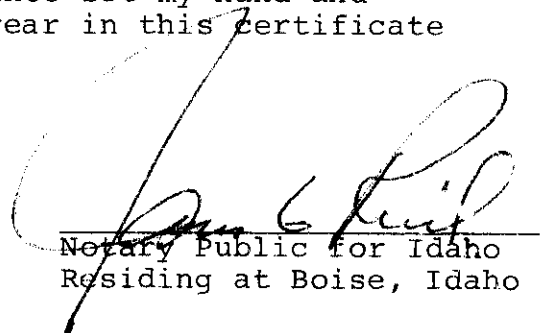
  
James B. Sevy

  
Linda Martin

STATE OF IDAHO )  
                  : ss  
County of Ada )

On This 1 day of July, 1979, before me, the undersigned, a Notary Public, in and for said State, personally appeared JAMES B. SEVY, 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 and that he was a person over the age of 21 years and a citizen of the United States of America.

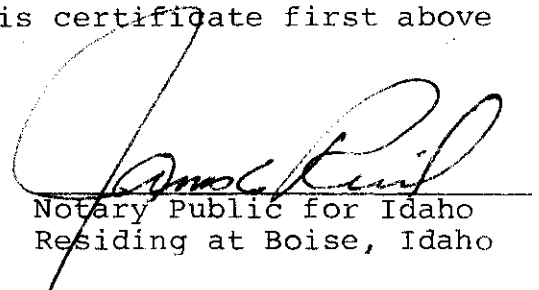
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

  
Notary Public for Idaho  
Residing at Boise, Idaho

STATE OF IDAHO    )  
                              :    ss  
County of Ada     )

On this   1   day of July, 1979, before me, the undersigned, a Notary Public, in and for said State, personally appeared LINDA MARTIN, 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 and that she was a person over the age of 21 years and a citizen of the United States of America.

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

  
Notary Public for Idaho  
Residing at Boise, Idaho