



CERTIFICATE OF INCORPORATION
OF

WIN 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 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: June 19, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra M. [Signature]*

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ARTICLES OF INCORPORATION

OF

WIN INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, a bonafide and full-aged citizen of the United States, and citizen and resident of State of Idaho, has this day voluntarily and for the purpose of forming a corporation under the laws of the State of Idaho, hereby acknowledges, publishes, declares and certifies the following to be the Articles of Incorporation.

ARTICLE I

The name of this corporation shall be:

WIN INC.

ARTICLE II

The objects and purposes for which this corporation is formed are as principal, agent or otherwise, in any part of the world, to do any and everything not expressly prohibited by law, to the same extent as natural persons might or could do. In furtherance thereof and not in limitation of the general powers conferred by the laws of the State of Idaho, I expressly provide that this corporation shall have the following object, purposes, powers, rights and privileges:

1. To engage in all facets of the fast food business, including but not limited to the owning and operating of restaurants and places where food is prepared and dispensed for consumption both on and away from the premises.
2. To engage in the preparation, marketing and promoting all kinds of foods, condiments and their accessories as well as other goods, chattles,

wares, merchandise and commodities of all descriptions.

3. To create franchises, to hold, purchase, sell, develop, improve, lease and enjoy real estate; to erect, manage, care for and maintain buildings and improvements on real estate whether owned by the corporation or by others and to lease, mortgage, encumber and sell the same in such parts or parcels, improvements or unimproved, on such terms as may be acceptable to the authorized officers and agents of the corporation.

4. To engage in and to carry on any manufacturing, designing, processing, merchandising, or marketing business, including but not limited to all types of drive-ins, restaurants or food establishments and the like. To acquire, own or operate any type of merchantile establishment at wholesale or retail, and to deal in goods and wares and materials and products and merchandise of every type and nature.

5. To apply for, or purchase or otherwise acquire, and to grant licenses for, the use of, and to sell, assign, or otherwise deal in and use, patents, copyrights, patent rights, privileges, licenses, trademarks, trade-names, devises and improvements or secret processes of every sort and description and recipes and food formulas of all kinds necessary or incident to the purposes specified herein.

6. To act as a factor, agent, or commission merchant, and receive, hold, or dispose of property under consignment.

7. To draw, accept, endorse, discount, buy, sell, and deliver checks, drafts, bills of exchange, notes, bonds, debentures, trust receipts, mortgages,

contracts, conditional sales contracts, security agreements, financing statements, evidences of debt, assignments, orders, securities, and any other obligations of all kinds and to guarantee payment thereof whether executed, drawn and accepted, assumed or created by it or by any other corporation, partnership or persons, or business enterprises, whenever necessary or convenient and to acquire, assign, own, sell, mortgage, pledge, and otherwise dispose of and deal in stocks, bonds, mortgages, securities, notes, contracts and commercial papers of corporation, partnerships, associations or individuals.

8. To employ experts, technicians, craftsmen or specialists in every branch of scientific or craftsmen skill and endeavor and, subject to limitations imposed by any lawful authority, to engage in the business of designing, creating, making, manufacturing and planning to make, conduct and supervise research, surveys and investigations into all matters and things in the fields of foods, food preparation, craftsmanship and technology.

9. To purchase, lease or otherwise own or acquire in whole or in part, the business, good will, rights, franchise and property of every kind, including trucks and motor vehicles of every description, and to undertake the whole or any part of the assets or liabilities, of any person, firm, association, or corporation engaged in or authorized to conduct any business similar to any business authorized to be conducted by this corporation or owning property necessary or convenient for its purposes, and to pay for the same in cash, in the stock or bonds, notes or other obligations of this company, or otherwise; to hold or in any manner dispose of the whole or any

part of the business or property so acquired, and to exercise all the powers necessary or incident to the conduct of such business or ownership.

10. To acquire, lease, exchange, own, hold, maintain and operate or cause to be operated trucks and truck lines, whether as private, common or public carrier.

11. Subject to the provisions of law, the company may purchase, hold, sell or transfer the shares of its own capital stock.

12. To hold, purchase or otherwise acquire, or to be interested in, and to sell, assign, pledge or otherwise dispose of, shares of the capital stock, bonds, or evidences of debt issued or created by any other corporation, whether foreign or domestic and whether now or hereafter organized; and while the holders of such shares of stock, to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.

13. In the purchase or acquisition of property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limits as to amount, to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether unsecured or secured by mortgage, pledge, deed of trust or otherwise.

ARTICLE III

The location and post office address of the registered office and

principal place of business of said corporation shall be:

552 West 100 North
Blackfoot, Idaho 83221

Agent: Dean Williams

ARTICLE IV

The duration of this corporation shall be perpetual unless dissolved by the process of law.

ARTICLE V

The total authorized number of par value shares is TWO HUNDRED FIFTY THOUSAND (250,000) of the par value of ONE DOLLAR (\$1.00) per share; the aggregate par value of the total authorized number of par value shares is TWO HUNDRED FIFTY THOUSAND DOLLARS (\$250,000.00). The amount of such stock may be issued in such amounts and proportions from time to time as shall be determined by the Board of Directors subject, however, to the provisions made hereafter and such restrictions as may be now or hereafter created or imposed by law, or the by-laws of this corporation.

ARTICLE VI

All shareholders of this corporation consent to have its income taxed to its shareholders under the provisions of Code Section 1372 (a) Internal Revenue Code and all other state and Federal statutes and regulations, permitting such election and each shareholder on demand of any other shareholder shall execute a written consent to such taxation. The business of the corporation shall be so conducted as to qualify for such privilege and no person shall be entitled to become a shareholder without signing a written consent to this Article. No stock shall be transferred to any person

or persons which would disqualify this corporation from the benefits of its election to be taxed as an electing small business corporation and any effort to transfer to any other such person shall give the remaining shareholders the privilege to buy the shares of the shareholder attempting to so transfer at par value or book value whichever may be the lesser with ten percent (10%) of the purchase price to be paid within thirty (30) days and the balance within one year.

ARTICLE VII

1. That save as hereinafter provided, no share or interest in the company shall at any time be transferred to any person not already a shareholder, so long as any shareholder is willing to purchase said share or interest at the same price and on the same terms as would govern a transfer to a person not already a shareholder, provided in any event the terms to a shareholder shall not require more than 10% within 30 days with one year to pay the balance.

2. That in order to ascertain whether any shareholder is willing to purchase any such share or interest, at such price and upon such terms, the person proposing to transfer same, hereinafter called the "retiring shareholder", shall give notice in writing by certified mail, postage prepaid, or personal service, to the company and to each of the other shareholders at the address listed on the corporation books, that he or she desires to transfer the same, specifying price per share and terms proposed, and such notice shall constitute the company his or her agent for the sale of the share or other interest to any shareholder or shareholders of the company

at the price and upon the terms specified in said notice or as provided in sub-paragraph (1) hereinabove, whichever is more favorable to a purchasing shareholder.

3. That if any one or more shareholders hereinafter referred to as "purchasing shareholders" desire to purchase such share or interest or any part thereof for the price and terms offered or specified hereinabove, they shall within thirty (30) days after personal service of the notice specified in the preceeding paragraph or the mailing of such notice as herein provided, file an acceptance thereof with the secretary or other responsible officer of the company and pay therewith to the company for the retiring shareholder at least 10% of the purchase price, and the retiring shareholder shall thereupon be bound to transfer such share or interest according to the terms of the offer.

4. That if in any case the retiring shareholder after becoming bound as aforesaid, makes default in transferring such share or interest, the company may receive the balance of the purchase money and shall thereupon cause the name of the purchasing shareholder to be entered upon the register as the holder of such share or interest, and shall hold the purchase money in trust for the retiring shareholder, his or heir executors, administrators or assigns, and the receipt of the company for the purchase money shall be a good discharge to the purchasing shareholder, and he shall not be bound to see to the application thereof, and after the name of the purchasing shareholder has been entered in the register in purported exercise of the aforesaid power, the validity of the preceeding shall not be questioned

by any person, and the purchasing shareholder shall be deemed and taken to be the owner of the said share or interest.

5. In case more than one shareholder desires to purchase the share or interest of the retiring shareholder so offered for sale and the purchasing shareholders do not otherwise agree among themselves, the share or interest transferred shall be transferred to the purchasing shareholders in proportion to their respective shares or interest in the company at the time of the offer by the retiring shareholder, making all necessary adjustments to avoid fractions of shares and for that purpose giving the preference in all cases to the shareholders who have the larger holdings.

ARTICLE VIII

That save and except the stock subscribed for by these incorporaters in the amount set out hereafter and the designation of stock dividends, if any, no capital stock of the said corporation shall at any time be issued or allotted, except on the terms of the then existing shareholders having the prior right to subscribe for and take such additional capital stock at par, in proportion to their holdings, subject to such regulations and adjustments as the Directors from time to time determine upon, with a view to avoiding the allotment of fractional shares.

ARTICLE IX

The power to make, amend or repeal by-laws shall be in the shareholders, who may delegate such power to the Directors as provided by law, provided that such power may be exercised by a majority vote of the shareholders or Directors, as the case may be, each of the shareholders to have one vote per

share issued to such shareholder.

ARTICLE X

The business of such corporation shall be managed by a Board of not less than two Directors, the number, qualifications, terms of office, manner of election, and powers and duties of such Directors shall be such as may be subscribed by law, these Articles, and such by-laws as may be adopted.

ARTICLE XI

That the amount of capital stock of said corporation which has been actually subscribed is ONE HUNDRED THOUSAND ONE HUNDRED TEN DOLLARS (\$100,110.00) consisting of 100,110 shares of stock and the following are the names and post office addresses of each subscriber and the number and par value of shares subscribed for by each:

NAME	ADDRESS	COMMON SHARES	VALUE
Dean Williams	552 W 100 N Blackfoot, ID 83221	50,110	\$ 50,110.00
Howard Nelson	586 W 300 S Provo, Utah 84601	50,000	\$ 50,000.00

ARTICLE XII

That until their successors are elected and qualify, the following shall serve as officers and directors of this corporation:

President - - Dean Williams
Vice President - Secretary - - Howard Nelson

DIRECTORS

Dean Williams
Howard Nelson


IN WITNESS WHEREOF, the above-named DEAN WILLIAMS, has hereunto subscribed his name this 17th day of June, 1987.


DEAN WILLIAMS

STATE OF IDAHO)
 :SS
County of Bingham)

On this 17th day of June, 1987, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared DEAN WILLIAMS, known to me to be the person whose name is subscribed to the within 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.


Notary Public for Idaho
Residing at Blackfoot, Idaho
Commission Expires: 3/27/91

LETTER OF CONSENT

RECEIVED
SEC. OF STATE

TO: THE SECRETARY OF STATE AND ALL WHOM IT MAY CONCERN:

87 JUN 26

WIN

COMES NOW ↑ W. HEDRICK of 1010 Orchard Drive, Boise, Idaho, and states
as follows:

That I am the president of the newly formed Idaho corporation by the
name of WIN'S CORP.

I am advised there is a proposed Articles of Incorporation filed by
Dean Williams requesting that his corporation be authorized to use the name
of WIN INC.

I hereby give my consent for the name of WIN INC. to be used by the
corporation being formed and proposed by Dean Williams.

DATED this 25th day of June, 1987.

Win W Hedrick
WIN W. HEDRICK

STATE OF IDAHO)
 :SS
County of Ada)

On this 25th day of June, 1987, before me, the undersigned, a Notary
Public in and for the State of Idaho, personally appeared Win W. HEDRICK,
President of WIN'S CORP., known to me to be the person whose name is sub-
scribed to the within 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.

Vicki E. Sorenson
Notary Public for Idaho
Residing at Boise, Idaho
Commission Expires: 4-16-1992