



**CERTIFICATE OF INCORPORATION
OF**

BREAD BOX, 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: **January 18, 1988**



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF

BREAD BOX, INC.

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The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is Bread Box, Inc.

ARTICLE TWO

The period of the corporation's duration is perpetual.

ARTICLE THREE

The purpose or purposes for which the corporation is organized is to:

(1) To erect, construct, establish, purchase, lease, and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell, and otherwise dispose of, restaurants, cafes, cafeterias, grills, buffets, diners, delicatessens, lunch rooms, coffee shops, luncheonettes, bakeries, kitchens, banquet halls, catering establishments, concessions, and other eating and drinking places and establishments of every kind and description, and newsstands, and generally to conduct the business of restaurateurs, caterers, innkeepers, bakers, cooks, concessionaires, and purveyors, suppliers, preparers, servers, and dispensers of food and drink; and to engage in all activities, to render all services, and to

buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto, or of use therein.

(2) Manufacture, produce, treat, purchase, and otherwise acquire, cook, bake, and otherwise prepare, can, bottle, and otherwise package, and exchange, distribute, sell, and otherwise dispose of, handle, market, store, import, export, deal and trade in and with confections, extracts, syrups, food, and food products of every kind and description, milk, sodas, and other drinks and beverages of every kind and description, and all similar, kindred, and allied articles, products, and merchandise.

(3) Bake, manufacture, purchase, sell, and deal in sandwiches, bread, pastries, biscuits, crackers, cakes, pies, tarts, and food of all kinds for human consumption in which flour and meal is used. To purchase, for its own use or for speculative purposes, to sell and deal in wheat, flour, and other foodstuffs of all kinds, for immediate or future delivery, and either upon its own account or as agent for others.

(4) To do all and everything necessary and proper for the accomplishment of the objectives hereinbefore enumerated or necessary or incidental to the protection and benefit of the corporation.

The foregoing clauses shall be construed both as purposes and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation and

are in furtherance of and in addition to and not in limitation of the general powers conferred by the laws of the State of Idaho; provided that no purpose stated above will authorize this corporation to be organized for or to transact any business in this state which is prohibited by the Idaho Business Corporation Act, as now written or as hereafter amended; and further provided that no purpose stated above will authorize this corporation to violate any other law, statute, regulation or ordinance of Idaho or the Government of the United States of America.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is ten thousand (10,000) shares of common stock with no par value.

ARTICLE FIVE

The address of the initial registered office of the corporation is 482 Constitution Way, Suite 219, Idaho Falls, Idaho 83402, and the name of its initial registered agent at such address is David A. Johnson, Attorney at Law.

ARTICLE SIX

The corporation will not commence business until it has received for the issuance of shares consideration of the value of at least Five Thousand Dollars (\$5,000.00) consisting of money, labor and property actually received.

ARTICLE SEVEN

The number of directors constituting the initial board of directors of the corporation is three, and the names and

addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
1. Robert E. Clayton	590 Riverview Drive Idaho Falls, Idaho
2. Eugene L. Clayton	508 Ammon Road Idaho Falls, Idaho
3. Delynn R. Wellard	3660 Vaughn Ammon, Idaho

ARTICLE EIGHT

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
1. Robert E. Clayton	590 Riverview Drive Idaho Falls, Idaho
2. Eugene L. Clayton	508 Ammon Road Idaho Falls, Idaho

DATED: January 14, 1988


Robert E. Clayton


Eugene L. Clayton

STATE OF IDAHO)
) ss
County of Bonneville)

I, David A. Johnson, a notary public, do certify that on January 14, 1988, personally appeared before me Robert E. Clayton and Eugene L. Clayton, who being by me first duly sworn, declared that they are the persons acting as incorporators, and

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that they signed the foregoing document, and that the statements therein contained are true.

A handwritten signature in black ink, appearing to read 'David A. Johnson', is written over a horizontal line.

David A. Johnson
Notary Public for Idaho
My Commission Expires 8/30/91