

CERTIFICATE OF INCORPORATION
OF

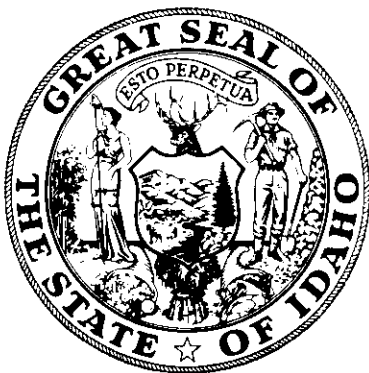
COOKE INVESTMENT COMPANY

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 COOKE INVESTMENT COMPANY,

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 20, 1984**



SECRETARY OF STATE

by: _____

JAN 20 1947

ARTICLES OF INCORPORATION
OF
COOKE INVESTMENT COMPANY

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

I.

The name of the corporation is COOKE INVESTMENT COMPANY.

II.

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

To erect, construct, establish, purchase, lease, and/or otherwise acquire and to hold, use, equip, supply, service, operate, sell, and otherwise dispose of restaurants, cafes, grills, and other eating and drinking places and establishments of every kind and description and to render all services and to buy, sell, use, handle and deal in all fixtures, machinery, apparatus, equipment, accessories, products and merchandise incidental or related thereto or of use therein. Further, to produce, purchase and otherwise acquire, and prepare and sell or otherwise dispose of all manner of food and food products of every kind and description together with such drinks and beverages as may be determined appropriate by the Board of Directors of the corporation. An affirmative vote of a majority of the directors of the corporation shall be sufficient to amend in any respect the purposes for which the corporation is formed to include any lawful business for which corporations may be organized to conduct within the State of Idaho or any other state in which the corporation may conduct business.

The corporation hereby formed shall have the power to purchase, lease or otherwise acquire by bequest, devise, gift, or other means, and to hold, own, or manage, or develop, into mortgage, deed in trust, sell, convey, option or otherwise dispose of real or personal property of every class and description and any estate or interest therein, as may be necessary or convenient for the proper conduct of the affairs of the corporation.

To enter into and perform all matter and kinds of contracts, agreements, and obligations for any lawful purpose by or with any

person, firm association, corporation, or governmental division or subdivision.

To hire and employ agents, servants and employees; to enter into agreements of employment, and act as agent, contractor, factor, or otherwise, either alone or in company with others.

To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interest of this corporation, and to do all things and to have and to exercise all powers conferred by the laws of the State of Idaho on the corporation formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, not be limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific power shall not be construed as to limit in any manner of the aforesaid general powers, but are in furtherance of, and addition to, and not in limitation of said general powers.

III.

The period of existence of this corporation shall be perpetual.

IV.

The location and post office address of the registered office of the corporation in the State of Idaho is East 1818 Hayden View Drive, Coeur d'alene, Idaho. The name of the registered agent at that address is Clark R. Lusk.

V.

The total authorized number of par value shares of stock is one thousand (1,000). The par value of each authorized share

shall be \$1.00, and the aggregate par value of the total authorized number of par value shares is therefore \$1,000.00. There are no shares without par value.

VI.

The name and post office address of the incorporator is:

| <u>Name</u> | <u>Address</u> |
|---------------|--|
| GRACE C. LUSK | 1818 Hayden View Drive Coeur d'Alene, Idaho 83814 |

VII.

The business of the corporation shall be managed and conducted by a Board of Directors of not less than two (2) nor more than nine (9) directors. The Board of Directors shall be elected in the manner set forth in the By-laws.

The Board of Directors shall have authority to issue bonds, debentures, or other obligations of the corporation from time to time for any of the objects or purposes of the corporation and to secure them by mortgage, deed of trust, or pledge of any or all of the real and personal property, rights, privileges, and franchises of the corporation wheresoever situated, acquired, and to be acquired, and to sell or otherwise dispose of any or all of such obligations in any manner and on such terms as the Board of Directors may deem proper.

The corporation shall have the power to purchase, receive, redeem, or otherwise acquire, own, hold, sell, mortgage, pledge, or otherwise acquire or dispose of and otherwise use and deal in and with its own shares of stock.

VIII.

A. Power to Indemnify - Third Party Actions. The corporations shall have power to indemnify any person who was or is a party or is threatened to be made a part to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than any action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceedings by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a

manner which he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that this conduct was unlawful.

B. Power to Indemnify - Actions Brought in the Right of the Corporation. The corporation shall have power to indemnify any person who was or is a part or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorney's fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable from negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper.

C. Right to Indemnification. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in clauses (A) and (B), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred by him in connection herewith.

D. Determination of Entitlement to Indemnification. Any indemnification under clauses (A) and (B) (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in clauses (A) and (A). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the shareholders.

E. Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action,

suit or proceeding as authorized in the manner provided in clause (D) upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this section.

F. Savings Clause. The indemnification provided by this section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall insure to the benefit of the heirs, executors and administrators of such a person.

G. Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this section.

IX.

In addition to the powers and authority granted to the directors in the Articles of Incorporation and in addition to the powers and authority expressly conferred upon them by statute, the Board of Directors of the corporation shall have additional powers and authority not inconsistent with law as may be set forth in the By-laws.

X.


The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the By-laws.

XI.

The initial Board of Directors are composed of the following people whose addresses are specified opposite their names:

| <u>Name</u> | <u>Address</u> |
|---------------|--|
| CLARK R. LUSK | 1818 Hayden View Drive Coeur d'Alene, Idaho 83814 |
| GRACE C. LUSK | 1818 Hayden View Drive Coeur d'Alene, Idaho 83814 |

IN WITNESS WHEREOF, I have hereunto set my hands and seal
this 18th day of January, 1984.



GRACE C. LUSK

STATE OF IDAHO)
)ss.
County of Kootenai)

On this 18th day of January, 1984, before me, the undersigned, personally appeared GRACE C. LUSK, known to me to be the person whose name is subscribed to the foregoing, and acknowledged to me that she executed the same.

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



NOTARY PUBLIC FOR IDAHO
Residing at Coeur d'Alene.