

FILED EFFECTIVE ARTICLES OF INCORPORATION

2003 MAR 31 PM 2:04

SECRETARY OF STATE
STATE OF IDAHO

OF

MILLS II, INC.

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopts the following articles of incorporation:

ARTICLE I

The name of the corporation is Mills II, Inc.

ARTICLE II

The purpose of the corporation is to engage in any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act. Further, to engage in the dispensing of alcoholic beverages and food, operating as a bar and restaurant; to purchase or otherwise acquire restaurants and taverns; to own, hold, lease, rent, or sell such business or businesses; and to apply for, acquire, hold, transfer, assign, sell or otherwise dispose of all licenses pertinent to the above operation.

The corporation shall be further authorized to acquire, manage, mortgage, pledge, or otherwise deal in real or personal property, to participate in general or limited partnerships to establish and franchise other similar businesses, and to carry on such other business as may be necessary, convenient, or desirable and to engage in all other activities and businesses not prohibited by law.

ARTICLES OF INCORPORATION - 1

IDAHO SECRETARY OF STATE
03/31/2003 05:00
CK: 3458 CT: 70184 BH: 671973
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ARTICLE III

The period of duration of the corporation is perpetual.

ARTICLE IV

The address of the corporation's initial registered office in the state of Idaho is: 1404 W. Pullman Road, Moscow, Idaho 83843. The name of the corporation's initial registered agent at such address is: John S. Mills.

ARTICLE V

The total authorized number of par value shares of stock is 1,000 shares having a par value of \$1.00 per share. The aggregate par value of the total authorized number of par value shares is ONE THOUSAND AND 00/100 DOLLARS (\$1,000.00). The total authorized number of shares without par value is none. All stock of the corporation shall be common stock.

ARTICLE VI

Pursuant to Idaho Code §30-1-630, the corporation elects to have preemptive rights. The provisions of Idaho Code §30-1-630 as amended from time to time shall be controlling with respect to preemptive rights of shareholders.

ARTICLE VII

The number of directors constituting the initial board of directors is two (2) and the names and addresses of the persons who is to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are:

John S. Mills
1404 W. Pullman Road
Moscow, ID 83843

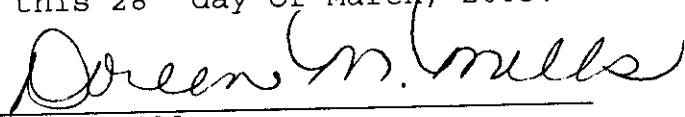
Doreen M. Mills
1404 W. Pullman Road
Moscow, ID 83843

ARTICLE VIII

The name and address of the incorporator is:

Doreen M. Mills
1404 W. Pullman Road
Moscow, ID 83843

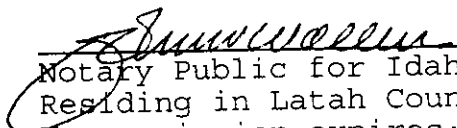
IN WITNESS WHEREOF, the incorporator hereinabove named has
hereunto set her hand in duplicate this 28th day of March, 2003. *



Doreen M. Mills

STATE OF IDAHO)
) ss.
County of Latah)

I, the undersigned, a Notary Public, do hereby certify that on
this 28th day of March, 2003, personally appeared before me, DOREEN
M. MILLS, who being by me first duly sworn, declared that she is
the person who signed the foregoing document as the incorporator,
and that the statements therein contained are true.



Notary Public for Idaho,
Residing in Latah County.
My commission expires: 09-23-2003.