

**FILED EFFECTIVE**

2003 MAY 12 PM 2:39

ARTICLES OF INCORPORATION

STATE OF IDAHO

OF

ADC, INC.

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, being a natural person of full age and citizen of the United States of America, have voluntarily and do hereby associate for the purpose of forming a corporation under the laws of the State of Idaho, Idaho Code, Title 30, and I do hereby certify, declare and adopt the following Articles of Incorporation.

I.

NAME: The name of this corporation shall be ADC, INC.

II.

DURATION: The period of existence and duration of the life of this corporation shall be perpetual.

III.

PURPOSE: The nature of the business and the object and purpose of this corporation shall be as follows:

- (a) To operate a retail bar and lounge for the purpose of selling beer, wine and alcohol, and related activities;
- (b) To acquire real and personal property by purchase, lease or otherwise for the purpose of carrying on the business described in (a) above, and for any other lawful purpose.

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(c) To engage in any one or more other business or transactions which the Board of Directors of this corporation may, from time to time, authorize or approve, whether related or unrelated to the businesses described in (a) and (b) above, or to any other business then or theretofore done by this corporation.

(d) To have and to exercise all powers now or hereafter conferred by the laws of the State of Idaho upon corporations organized under the laws under which this corporation is organized and any and all acts amendatory thereof and supplemental thereto.

(e) To act as principal, agent, joint venturer, partner, or in any other capacity which may be authorized or approved by the Board of Directors of this corporation; and

(f) To transact business in the State of Idaho or in any other jurisdiction of the United States of America or elsewhere in the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers in each clause shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

IV.

CAPITAL STOCK: That the total authorized number of \$1.00 par value shares of this corporation shall be 1,000, for a total

of \$1,000.00, which said shares shall be common stock and shall not be subject to assessment.

V.

REGISTERED AGENT: The name and address of the registered agent of the above named corporation is:

Elaine Way, 1065 Loafer Lane, Weiser, ID 83672

The address of the initial registered office is:

1065 Loafer Lane, Weiser, Idaho 83672

VI.

BOARD OF DIRECTORS: The first Board of Directors shall consist of one (1) director, but during her term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws; provided, however, that the number of directors constituting a Board shall not be less than One (1) nor more than Four (4). The names and address of the Director is:

<u>NAME</u>	<u>ADDRESS</u>
Elaine Way	1065 Loafer Lane, Weiser, Id. 83672

VII.

INCORPORATOR: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Elaine Way	1065 Loafer Lane, Weiser, Id. 83672

IN WITNESS WHEREOF, I have signed triplicate originals of these Articles this 9 day of May, 2003.

Elaine Way  
Elaine Way

STATE OF IDAHO )  
 ) ss.  
County of Washington )

On this the 9th day of May, 2003, before me, the undersigned, a Notary Public in and for said State, personally appeared ELAINE WAY, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that she executed the same.

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

Debi Davis  
Notary Public for Idaho  
Residing at Weiser, Idaho