

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION**

**OF**

**FAT DADDY ROOD'S GRAND OWYHEE RESTAURANT, INC.**

2014 SEP 15 AM 9:12  
SECRETARY OF STATE  
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, do hereby adopt the following articles of incorporation, to-wit:

**I.**

**NAME**

The name of this corporation shall be Fat Daddy Rood's Grand Owyhee Restaurant, Inc.

**II.**

**PURPOSES**

The purposes for which this corporation is formed are to engage the daily activities necessary to operate a restaurant, own property, enter into contracts, and carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objectives of the corporation, and to do every other act and thing incidental to such purposes that is not prohibited by the laws of the State of Idaho or by these articles of incorporation.

**III.**

**DURATION**

The period of existence and duration of this corporation shall be perpetual.

**IV.**

**REGISTERED OFFICE**

The initial location of the principal place of business and registered office of the corporation shall be 25798 River Road, Grand View, Idaho, and the mailing address shall be

**C203445**

**IDAHO SECRETARY OF STATE**

**09/15/2014 05:00**

**CK:7811 CT:5421 BH:1441237**

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25798 River Road, Grand View, Idaho 83624. The name of the initial registered agent at the above address shall be Eric C. Rood.

V.

CAPITAL STOCK

Its capital stock shall consist of One Hundred Thousand (100,000) shares of common stock with no par value.

VI.

INCORPORATORS

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

| NAME         | POST OFFICE ADDRESS                         | NO. OF<br>SHARES |
|--------------|---|------------------|
| Eric C. Rood | 25798 River Road<br>Grand View, Idaho 83624 | One              |

VII.

GOVERNING BODY

The governing body of the corporation shall consist of a board of three directors, who shall be elected annually as provided by the by-laws. The number of the board of directors may be changed from time to time as prescribed by the by-laws, but shall be not less than one nor more than five. The names and post office addresses of those who are selected to act as directors until the first annual election are as follows:

| NAME          | POST OFFICE ADDRESS                         |
|---------------|---|
| Eric C. Rood  | 25798 River Road<br>Grand View, Idaho 83624 |
| Thongbai Rood | 25798 River Road                            |

Grand View, Idaho 83624

Eric C. Rood, Jr.

1850 North 5<sup>th</sup> East  
Mountain Home, Idaho 83647

VIII.

ELIMINATION OF PERSONAL LIABILITY OF DIRECTORS

The directors of this corporation are not liable to the corporation or to its shareholders for monetary damages for any action taken, or failure to take any action, as a director, except liability for the following:

- (1) The amount of a financial benefit received by a director to which he is not entitled;
- (2) An intentional infliction of harm on the corporation or the shareholders;
- (3) A violation of Idaho Code § 30-1-833, or
- (4) An intentional violation of criminal law.

IX.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The corporation shall indemnify and hold harmless each director for liability, as defined in Idaho Code § 30-1-850(5), to any person for any action taken, or any failure to take any action, as a director, except for:

- (1) Receipt of a financial benefit to which he or she is not entitled;
- (2) An intentional infliction of harm on the corporation or the shareholders;
- (3) A violation of Idaho Code § 30-1-833; or
- (4) An intentional violation of criminal law.

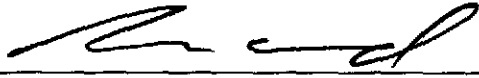
X.

POWERS OF THE BOARD OF DIRECTORS

In addition to other powers, the board of directors is authorized to make, alter or amend the by-laws of the corporation, to fix the amount of capital stock to be reserved as working capital or treasury stock, over and above its capital stock paid in, and to authorize and cause to be executed mortgages, liens or other encumbrances on the real and personal property of the corporation.

The undersigned, being the original subscribers to the capital stock hereinbefore mentioned, for the purpose of forming a corporation to do business within the State of Idaho, and pursuant to the laws of the State of Idaho, make and file these articles of incorporation and respectively agree to take the number of shares of stock hereinbefore set opposite their names.

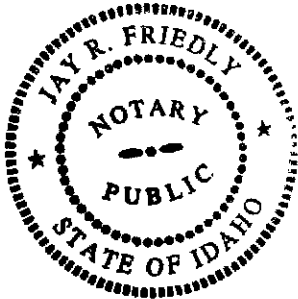
IN WITNESS WHEREOF, the undersigned has hereunto set his hand in the City of Mountain Home, County of Elmore, State of Idaho, this 11<sup>th</sup> day of September, 2014.

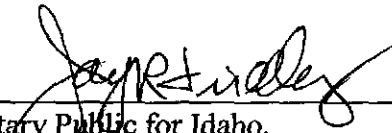
  
Eric C. Rood

STATE OF IDAHO,                    )  
  ) ss.  
COUNTY OF ELMORE,            )

On this 11<sup>th</sup> day of September, 2014, before me, the undersigned, a Notary Public in and for said State, personally appeared Eric C. Rood, known to me to be the person whose name is subscribed to the foregoing 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 Mountain Home, Idaho.  
My commission expires: 5-23-15