

# State of Idaho

## Department of State

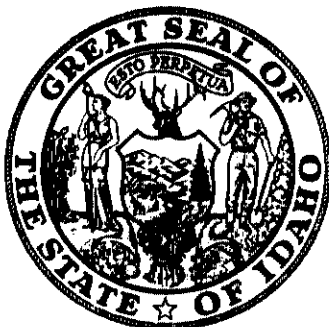
### CERTIFICATE OF INCORPORATION OF

THE RIVERS CAFE, 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: December 27, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Ana Seibel*

**ARTICLES OF INCORPORATION**

OF

DEC 27 4 28 PM '93

SECRETARY OF STATE

**THE RIVERS CAFE, INC.**

The undersigned natural persons of the age of eighteen years or older, acting as incorporators of The Rivers Cafe, Inc., under the Idaho Business Corporation Act, adopt the following articles of incorporation:

ARTICLE I

NAME

The name of this Corporation is "The Rivers Cafe, Inc."

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act.

This Corporation shall be authorized to acquire, own, operate and dispose of restaurants and other food establishments.

ARTICLE IV

CAPITALIZATION

This Corporation shall have authority to issue an aggregate of ten thousand (10,000) shares of stock. This Corporation shall have one (1) class of stock. The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	10,000	No Par Value

Each share of Common stock will have one vote with equal rights to distributions,

and equal rights to the net assets of the corporation upon liquidation.

#### ARTICLE V

##### PREEMPTIVE RIGHTS

This Corporation elects to have preemptive rights.

#### ARTICLE VI

##### CUMULATIVE VOTING

This Corporation elects to have no cumulative voting by shareholders for directors.

#### ARTICLE VII

##### INITIAL OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Diana Lynn Packard.  
The address of the initial registered agent is:

7250 Sorenson  
Boise, Idaho 83709

#### ARTICLE VIII

##### DIRECTORS

The initial board of directors of the Corporation shall consist of one (1) director.  
The name and address of the person who is to serve as director until the first annual meeting of shareholders, or until his successors are elected and qualified, is as follows:

##### Name

##### Address

Robert L. Boodry, Jr.

10956 Duck Bill  
Marino Valley, California 92557

## ARTICLE IX

### INCORPORATORS

The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Diana Lynn Packard	7250 Sorenson Boise, Idaho 83709

## ARTICLE X

### ELIMINATION OF PERSONAL LIABILITY OF DIRECTORS

The directors of this Corporation are not liable to the corporation or to its shareholders for monetary damages arising from a breach of fiduciary duty or for any action taken or any failure to take any action as a director, except:

- (a) for any breach of the director's duty of loyalty to the corporation or its shareholders;
- (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) as provided in Idaho Code § 30-1-48; or
- (d) for any transaction from which the director derived an improper personal benefit.

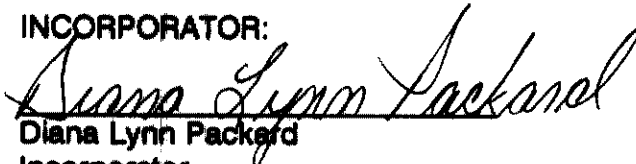
## ARTICLE XI

### LIMITED LIABILITY FOR SHAREHOLDERS

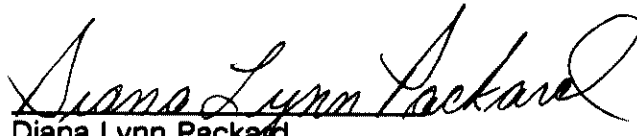
The private property of the shareholders shall not be subject to the payment of corporate debts of this Corporation to any extent whatever.

DATED this 27th day of December, 1993.

INCORPORATOR:

  
Diana Lynn Packard  
Incorporator

The undersigned hereby acknowledges and accepts appointment as registered agent in the foregoing articles of incorporation.

  
Diana Lynn Packard  
Registered Agent

STATE OF IDAHO

COUNTY OF ADA

)  
:  
) ss.

On this 27th day of December, 1993, before me, the undersigned, a Notary Public in and for said State, personally appeared Diana Lynn Packard, 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.

Kimberly K. Seifert  
NOTARY PUBLIC  
Residing at: Boise, Idaho  
Expiration Date: 12-19-96