

**Rexburg Restaurants Inc.**

The undersigned natural person being of legal age, acting as incorporator under provisions of the Idaho Business Corporations Act Adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation is: **Rexburg Restaurants Inc.**

**ARTICLE II**

**PERIOD OF DURATION**

The duration of this corporation is to be perpetual.

**ARTICLE III**

**PURPOSE AND POWERS**

The purpose or purposes for which this corporation is organized are as follows:

**SECTION I. PURPOSES**

- A. To engage in all legal businesses and activities for which corporations may be organized under the laws of the State of Idaho.
- B. To engage in activities that are necessary, suitable or convenient for the accomplishment of the above mentioned purposes or which are incidental to or are connected with those purposes.
- C. To conduct its business and carry out the above purposes in any state, territory, district or possession of the United States or in any foreign country to the extent not forbidden by law.

**SECTION II. Powers**

This corporation shall have all the powers specified under the laws of the State of Idaho for general business corporation and in addition thereto the following:

- A. To do everything proper for the accomplishment of any of the purposes set forth in these initial Articles of Incorporation and to do so either alone or in conjunction with other corporations, firms, or individuals, and either as principle or agent..

From time to time to provide and carry out and to recall, abolish, revise, amend, alter, or change a plan or plans for the participation by all or any of its employees, including directors of this corporation, in the profits of the corporation and for the furnishing to such employees and persons or any of them, at the corporation's expense, or medical services, insurance against accidents, sickness, or death, pensions during old age, disability or unemployment, education, housing, social services, recreation or other similar aids for their relief, or general welfare, in such manner and upon such terms and conditions as may be determined by the board of directors.

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## **ARTICLE IV CAPITAL STOCK**

### **SECTION I. Description of Classes of Shares.**

There shall be one class of shares, all of which shall be common shares.

### **SECTION II. Number of Shares**

The total authorized capital stock of the corporation shall be Ten Thousand Dollars (US \$10,000.00) divided into One Hundred Thousand (100,000) Shares of a par value of \$0.10 per share, and all such capital stock shall be common stock.

### **SECTION III. Voting Rights**

Each share shall have equal voting power with each share entitling the holder to one vote.

### **SECTION IV. Nonassessable**

No shares shall be issued until the same are fully paid for. All fully paid for shares shall be nonassessable. The following shall be stated on each stock certificate: **The shares represented by this certificate are fully paid for and are nonassessable.**

## **ARTICLE V PREEMPTIVE RIGHTS**

After the first one thousand (1,000) shares of this corporation's authorized capital stock have once been issued, each holder of shares in this corporation shall have the first right to purchase shares (or securities convertible to shares) of this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of the treasury stock. This preemptive right shall apply to shares to be issued for consideration other than cash. This right shall be deemed to be waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receiving the corporation's written notice stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights.

## **ARTICLE VI SPECIAL PROVISIONS FOR REGULATION OF CORPORATE AFFAIRS**

### **SECTION I. Code of Bylaws.**

The initial code of bylaws of this corporation shall be adopted by its shareholders. The power to amend or repeal the bylaws or to adopt a new code of bylaws shall be in the directors, subject to the right of the stockholders to alter or repeal bylaws made by the board of directors, but the affirmative vote of the holders of more than fifty percent (50%) of the shares outstanding shall be necessary to exercise the power. The bylaws

may contain any provisions for the regulation of the management of the corporation which are consistent with the laws of the State of Idaho, and these Articles of Incorporation.

## **SECTION II. Amendment of the Articles**

The Article of Incorporation can be amended only upon the affirmative vote of the holders of 66 2/3% of the total shares of the corporation.

## **SECTION III. Quorum**

In all cases where a quorum of shareholders is required by statute or bylaw, the holders of 50% of the total shares of the corporation entitled to vote must be present to constitute a quorum.

## **ARTICLE VII**

### **INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of the corporation is **36 North 3rd West, Rexburg, ID 83440**. The name of the initial registered agent at that office is **Betty L. Colborn**

## **ARTICLE VIII**

### **BOARD OF DIRECTORS**

The initial board of directors shall consist of the following: One sole director who shall serve as the director of the corporation until the first annual meeting of the shareholders or until the successor of successors are elected and shall qualify:

Stanley K Colborn	36 North 3rd West, Rexburg, ID 83440
Betty L. Colborn	36 North 3rd West, Rexburg, ID 83440

## **ARTICLE IX**

### **INCORPORATORS**

The name and address of each incorporator of the corporation are:

Stanley K. Colborn	36 North 3rd West, Rexburg, ID 83440
Betty L. Colborn	36 North 3rd West, Rexburg, ID 83440

IN WITNESS WHEREOF, the undersigned being the incorporators of this corporation, executes these Articles of Incorporation in triplicate and certify to the truth of the facts therein stated this \_\_\_\_\_ day of March, 1999

Stanley K. Colborn  
Stanley K. Colborn

Betty L. Colborn  
Betty L. Colborn

STATE OF IDAHO     )  
                                  )  
County of Madison    )

On this \_\_\_\_\_ day of March, 1999 before me the undersigned Notary Public for the State of Idaho, personally appeared Betty Colborn, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that they executed the same.

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

(Seal)

\_\_\_\_\_  
Notary Public for STATE OF IDAHO  
Residing at \_\_\_\_\_

My Commission expires:  
\_\_\_\_\_