



**CERTIFICATE OF INCORPORATION  
OF**

**LIVELY LIMITED**

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: **January 11, 1988**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Jocelyn Hawkey*

RECEIVED  
SEC. OF STATE

**ARTICLES OF INCORPORATION** 88 JAN 11 PM 3 08  
**OF**  
**LIVELY LIMITED**

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE 1.**

The name of the corporation is **LIVELY LIMITED**.

**ARTICLE 2.**

The period of its duration is perpetual.

**ARTICLE 3.**

The purpose for which the corporation is organized is the transaction of any and all lawful business for which the corporation may be incorporated under the Idaho Business Corporation Act, including without limitation the sale of alcoholic beverages.

**ARTICLE 4.**

The aggregate number of shares which the corporation shall have authority to issue is 25,000 with a par value of \$1.00 per share.

**ARTICLE 5.**

Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares, except as provided in the Idaho Business Corporation Act.

**ARTICLE 6.**

Except as expressly authorized by resolution duly adopted by the corporation's shareholders, neither the directors nor the officers of the corporation shall have any power or authority to act on behalf of the corporation. Without limiting the foregoing, neither the directors nor the officers of the corporation shall have any power to borrow money or to transfer licenses or other property of the corporation, unless the prior approval of the corporation's shareholders is first obtained.

**ARTICLE 7.**

The location of the initial registered office of the corporation is 671 E. River Park Lane, Suite 200, Boise, Idaho 83706, and the name of its initial registered agent at such address is Peter S. O'Neill.

**ARTICLE 8.**

The number of directors constituting the initial board of directors is one (1), and the name and address of the person who is to serve until the first annual meeting of the shareholders and until his successors is elected and qualified (unless he resigns or is removed) is:

Peter S. O'Neill  
671 E. River Park Lane, Suite 200  
Boise, ID 83706

**ARTICLE 9.**

The name and address of the incorporator are as follows:

Peter S. O'Neill  
671 E. River Park Lane, Suite 200  
Boise, ID 83706

**ARTICLE 10.**

The power to alter, amend or repeal the bylaws of the corporation and to adopt new bylaws is reserved to the shareholders.

IN WITNESS WHEREOF, The undersigned incorporator has executed these Articles of Incorporation on this 4th day of January, 1988.

  
Peter S. O'Neill