



## CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

**SCOTTY'S DRIVE IN OF POCAHELLO, INC.**

was filed in the office of the Secretary of State on the **Third** day of **September**, A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **130** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at

**Pocatello**

in the County of

**Bannock.**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **3rd** day of **September**, A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
SCOTTY'S DRIVE IN OF POCATELLO, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

ARTICLE I

The name of the corporation shall be "Scotty's Drive In of Pocatello, Inc."

ARTICLE II

The purposes for which said corporation is formed are:

A. To introduce, erect, provide, maintain, operate, conduct, lease, purchase, acquire, hold, enjoy and dispose of by sale, lease or otherwise in any town, city or borough in the United States, coffee houses, restaurants, drive-in restaurants, eating stands, inns, eating houses, confectioneries, taverns, cabarets, cafes or places of entertainment and refreshment and generally to do and perform everything necessary for carrying out the aforesaid purposes.

B. To buy, or otherwise acquire, manufacture, market, prepare for market, sell, deal in, and deal with, import and export, both at wholesale and retail, food and food products of every class and description, fresh, canned, preserved, or otherwise, and to prepare, serve, and sell all food, beverages, alcoholic or non-alcoholic, and other preparations and refreshments of all kinds and types.

C. To engage in any mercantile, manufacturing or trading business of any kind or character, within or without the State of Idaho and to buy, sell, produce, manufacture, and dispose of all kinds of goods, wares, foods, drugs, merchandise, manufactures, commodities, furniture, machinery, agricultural tools, supplies and products, and to lease, buy, sell, use, mortgage, improve, and otherwise handle, deal in, and dispose of all such property, real and personal, as may be necessary or convenient in connection with the aforesaid business of the company.

D. To cause to be formed, merged or reorganized or liquidated, and to promote, take charge of and aid in any way permitted by law the formation, merger, reorganization or liquidation of any corporation, association, or entity in the United States of America or abroad.

E. To enter into any lawful arrangements for sharing profits, union of interest, reciprocal concession or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business which the Corporation is authorized to carry on or any business or transaction deemed necessary, convenient, or incidental to carrying out any of the purposes of the Corporation.

F. To acquire by purchase or lease, or otherwise, land and interests in lands and to own, hold, improve, develop and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held or occupied by the Corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter or improve any buildings or other structures

now or hereafter erected on any lands so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands and in buildings or other structures, and any stores, shops, suites, rooms or parts of any buildings or other structures at any time owned or held by the Corporation.

G. To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the Corporation other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge, and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign.

H. To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purposes of the Corporation.

I. To appoint agents, subagents and salesmen, and to enter into all necessary contracts with agents, subagents, salesmen and dealers.

J. To acquire by purchase or otherwise and hold, sell, convey, encumber, or transfer all kinds of real and personal property of every kind and description required in connection with the conduct of the business of the Corporation.

K. To borrow money and otherwise incur indebtedness without limit as to amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute, and issue bonds, debentures, notes, checks, drafts, bills of exchange, negotiable instruments, and all

other instruments for the payment of money, negotiable or non-negotiable, and whether secured or unsecured.

L. To conduct business in this state, other states, District of Columbia, territories and colonies of the United States and in foreign countries, and to have one or more offices and places of business out of this state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real or personal property situate out of this state.

M. To acquire the good will, rights, and property and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any person, firm, association or organization; to pay for the good will, rights, property and assets in cash, the stock of this Corporation or bonds or otherwise, or by undertaking the whole or any part of the liabilities of the transferrer; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary and expedient in and about the conduct and management of such business.

N. To apply for, purchase, register, or in any manner to acquire, and to hold, own, use, operate and introduce, and to sell, lease, assign, pledge, or in any manner dispose of, and in any manner deal with patents, patent rights, licenses, copyrights, trademarks, trade names, and to acquire, own, use or in any manner dispose of any and all inventions, improvements, and processes, labels, designs, brands, or other rights, and to work, operate, or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.

O. To purchase, insofar as the same may be done without impairing the capital of the Corporation, except as otherwise permitted by law, and to hold, pledge and reissue shares of its own capital stock; but such stock, so acquired and held, shall not be entitled to vote nor to receive dividends.

P. To have, exercise and enjoy all the powers now or hereafter granted to corporations organized under the laws of the State of Idaho, and particularly all of the powers and privileges granted to Corporations by Chapter I of Title 30 of the Idaho Code, and any present and/or future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforementioned business and/or carrying into effect any and all of the aforesaid objects and purposes.

Q. All the foregoing provisions of this Article II are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the Corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or to exercise any power or to do any act which corporations formed under the laws of Idaho now or hereafter existing may not, at the time, lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article II of these Articles of Incorporation shall, except as otherwise provided, in nowise be limited or restricted by reference or inference from the terms of any other clause or paragraph in this Article contained, or of any other provisions of these Articles of Incorporation.

R. In general, to do all acts permitted by the Business Corporation Act of Idaho, and all such other acts as are necessary and expedient to accomplish the stated purposes of the Corporation.

### ARTICLE III

The corporation is to have perpetual existence.

### ARTICLE IV

The location and post office address of the corporation's registered office shall be the City of Pocatello, County of Bannock, State of Idaho.

### ARTICLE V

The amount of the capital stock of this corporation shall be Twenty-five Thousand Dollars (\$25,000.00), divided into one hundred (100) shares of common stock of the par value of Two Hundred Fifty Dollars (\$250.00) each.

### ARTICLE VI

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

	<u>Post Office Address</u>	<u>No. of Shares</u>	<u>Class of Stock</u>	<u>Amount</u>
Ralph L. Ward	2211 Azalea Lane Billings, Montana	1	Common	\$250.00
Marjorie O. Ward	2211 Azalea Lane Billings, Montana	1	Common	\$250.00
Harold Grevior	1006 - 2nd Avenue Aberdeen, South Dakota	1	Common	\$250.00

### ARTICLE VII

The Board of Directors shall consist of three (3) directors, but during their 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 three (3) nor more than seven (7).

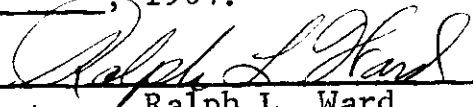

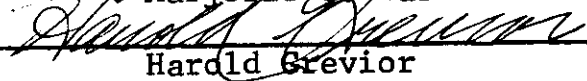
#### ARTICLE VIII

The Board of Directors by a majority vote shall have the power to repeal and amend the By-Laws and to adopt new By-Laws.

#### ARTICLE IX

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation; provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 20-18 day of AUGUST, 1964.

  
\_\_\_\_\_  
Ralph L. Ward  
  
\_\_\_\_\_  
Marjorie O. Ward  
  
\_\_\_\_\_  
Harold Grevior



STATE OF Idaho )  
County of Bonneville ) ss.

On this 18 day of August, 1964, before me, the undersigned, a Notary Public, in and for said state, personally appeared RALPH L. WARD and HAROLD GREVIOR, known to me to be the persons whose names are subscribed to the within and foregoing Articles of Incorporation, 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 in this certificate first above written.

(Seal)

My commission expires:

June 24, 1967

STATE OF MONTANA )  
County of YELLOWSTONE ) ss.

On this 18 day of AUGUST, 1964, before me, the undersigned, a Notary Public, in and for said state, personally appeared MARJORIE O. WARD, known to me to be the person whose name is subscribed to the within and 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, the day and year in this certificate first above written.

(Seal)

My commission expires:

AUGUST 10, 1967

Ronald K. Kneel  
Notary Public  
For the State of Idaho  
Residing at Idaho Falls, Idaho

Harold B. Weber  
Notary Public  
For the State of MONTANA  
Residing at BILLINGS, MONTANA

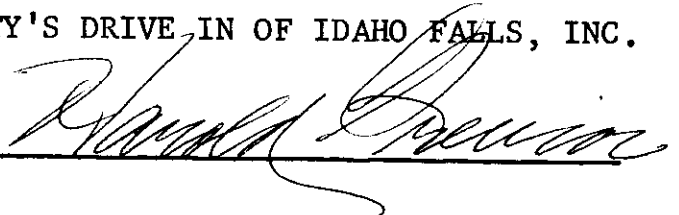
Secretary of State  
State of Idaho  
State House  
Boise, Idaho

Dear Sir:

This letter will serve as notification of the consent of Scotty's Drive In of Idaho Falls, Inc., to the formation of Scotty's Drive In of Pocatello, Inc., despite the similarity in names.

SCOTTY'S DRIVE IN OF IDAHO FALLS, INC.

By

A handwritten signature in dark ink, appearing to read "Ronald Brown", is written over a horizontal line.