

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

WINCO, INC.

was filed in the office of the Secretary of State on the *seventh* day of *September* A.D., One Thousand Nine Hundred *seventy-six* and ~~will be~~ *duly* recorded on ~~Film No.~~ *microfilm* 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 *Meridian, Idaho.* in the County of *Ada*

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 *7th* day of *September*, A.D., 19 *76*.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

99.20

ARTICLES OF INCORPORATION
OF
WENCO, INC.

We, the undersigned, being four natural persons of full age, citizens of the United States and residents of the State of Idaho, have this day voluntarily associated ourselves for the purpose of forming a private corporation under the laws of the State of Idaho, and to that end hereby adopt articles of incorporation as follows:

ARTICLE I

The name of this corporation is Wenco, Inc.

ARTICLE II

The purposes of the corporation are to engage in the restaurant business, to invest in, hold and manage real estate and to engage in any and all other lawful activities under the Idaho business corporation laws.

ARTICLE III

This corporation shall have the power, authority and capacity as follows:

(a) It shall have capacity to act possessed by natural persons, but it shall have authority to perform only such acts as are necessary or proper to accomplish its purposes and which are not repugnant to law;

(b) Without limiting or enlarging the grant of authority contained in subdivision 1, Section 30-114, Idaho Code, it is hereby provided that such corporations shall have authority:

1. To have succession by its corporate name for the time stated in its articles of incorporation, and when no period is limited, perpetually;

2. To sue and be sued, appear, complain and defend in any court of law or equity, or before any board, commission or tribunal;

3. To have and use a corporate seal which may be altered at pleasure;

4. 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, guaranty, 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.

5. To appoint such officers, employees and agents as the business of the corporation may require and to allow them compensation.

6. To make by-laws not inconsistent with any existing law for the management of its business and property, the regulations and conduct of its affairs, and the certification and transfer of its stock, and optionally to provide penalties for the breach thereof not exceeding twenty dollars for any one offense;

7. To issue shares and admit shareholders, and to sell their shares for the payment of assessments or installments;

8. 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.

9. To conduct business in this State and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real and personal property situate out of this State, provided such powers are included within the objects set forth in its articles of incorporation;

10. To do all acts as are necessary and expedient to accomplish its stated purposes and any other lawful purposes permitted under the Idaho business corporations laws.

ARTICLE IV

The duration of the corporation is perpetual.

ARTICLE V

The location and post office address of the registered office of the corporation in the State of Idaho is 4343 Freedom Drive, City of Meridian, County of Ada, 83642.

ARTICLE VI

The total authorized number of par value shares of stock is three hundred (300). The aggregate par value of the total authorized number of par value shares is Thirty Thousand Dollars (\$30,000.00). The stock shall be divided into 2 classes, fifty (50) shares thereof being known as class A voting stock, and two hundred and fifty (250) shares thereof being known as class B non-voting stock. The class B non-voting stock shall be distinguished from class A voting stock, in that it shall have no voting privileges or power, shall have no right to participate proportionately in future increases of capital stock of this corporation, and shall be subject to such conditions, restrictions

and limitations as may be imposed by the bylaws of this corporation. In other instances class B non-voting stock shall have full rights, privileges, and power with class A stock.

ARTICLE VII

The capitalization of this corporation may be increased or decreased as provided by law, provided that if the capitalization is increased the amendments to the Articles of Incorporation therefor may provide for additional classes of stock with such voting or dividend rights or privileges as may be provided in such amendments or amendment.

ARTICLE VIII

If the owner of any capital stock of any kind or class in this corporation shall desire to sell, exchange, or convey said stock it shall first be offered for sale to each and every other person holding stock in this corporation as provided for in the By-laws and shareholder agreement. If after an offer to purchase the stock is rejected by others holding stock in this corporation the holder of the stock desires to exchange it to parties not owning stock, the sale must be approved by the Board of Directors by a majority vote as provided in the By-laws and shareholder agreements, if any.

ARTICLE IX

The business of the corporation shall be managed and conducted by a Board of at least three directors, except when all outstanding shares of the corporation are owned by one or two shareholders in which event the number of directors may be less than three but not less than the number of shareholders, the first Board shall be elected at the first meeting of the incorporators of this corporation, and the entire board to be elected annually

thereafter by the stockholders of the corporation at the annual meeting of the stockholders of this corporation as may be provided for in the By-laws. In the election of members of the Board and for all other purposes and items of business the stockholders of this corporation shall each be entitled to one vote for each share of stock of which he is the registered owner at the time of the meeting.

ARTICLE X

The Board of Directors of this corporation may meet and transact the business of this corporation either at the principal place of business of this corporation herein designated, or at such other place as may be at any time determined by the Board of Directors.

ARTICLE XI

The By-laws of this corporation may be enacted, repealed, amended, or altered at any annual meeting or at any special meeting of the stockholders called for that purpose by a vote representing not less than a majority of the stock subscribed for and issued. Furthermore the Board of Directors of this corporation shall have the power to repeal, amend, and alter the By-laws of this corporation by a vote of not less than a majority of the members of the Board; provided that the Board of Directors shall not make or alter any By-laws fixing the qualifications, term of office or compensation of the members of such board.

ARTICLE XII

No contract or transaction entered into by the corporation shall be affected by the fact that a director of the Corporation was

personally interested in it, if, at the meeting of the Board of Directors making, authorizing, or confirming such contract or transaction, the interested director discloses his interest therein and refrains from voting on such contract or transaction, and such contract or transaction is adopted or ratified by a majority of a quorum of the directors present.

ARTICLE XIII

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the Corporation may serve or at any time have served as directors or officers of another corporation in which the Corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the Corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights

to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders, or otherwise.

ARTICLE XIV

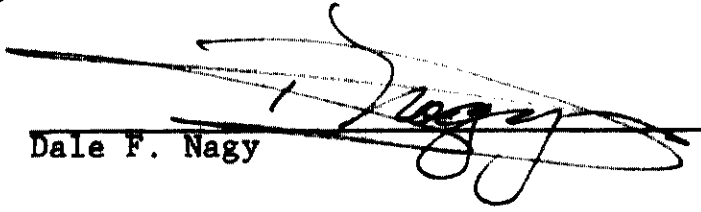
The Articles of Incorporation of this corporation may be amended in the manner and as authorized by the laws of the State of Idaho.

ARTICLE XV

The name and post office address of each of the incorporators and the number of shares for which each has subscribed are:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>CLASS A</u>	<u>CLASS B</u>
Dale F. Nagy	4343 Freedom Dr. Meridian, Idaho 83643	25	49
Henry C. Batey	113 W. Braemere Rd. Boise, Idaho 83702	25	49
Carolyn B. Nagy	4343 Freedom Dr. Meridian, Idaho 83643		1
Marie E. Batey	113 W. Braemere Rd. Boise, Idaho 83702		1

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 17th day of August, 1976.


Dale F. Nagy

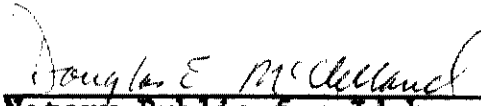

Henry C. Batey


Carolyn B. Nagy


Marie E. Batey

STATE OF IDAHO)
)
County of Ada) ss

On this 17th day of August, in the year of 1976, before me, a Notary Public in and for the State of Idaho, personally appeared Dale F. Nagy, Henry C. Batey, Carolyn B. Nagy and Marie E. Batey, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.



Notary Public for Idaho
Residing at Boise, Idaho