

Department of State.

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

BRASS, INC.

was filed in the office of the Secretary of State on the **Fourth** day
of **November** A.D. One Thousand Nine Hundred **Sixty-four** and

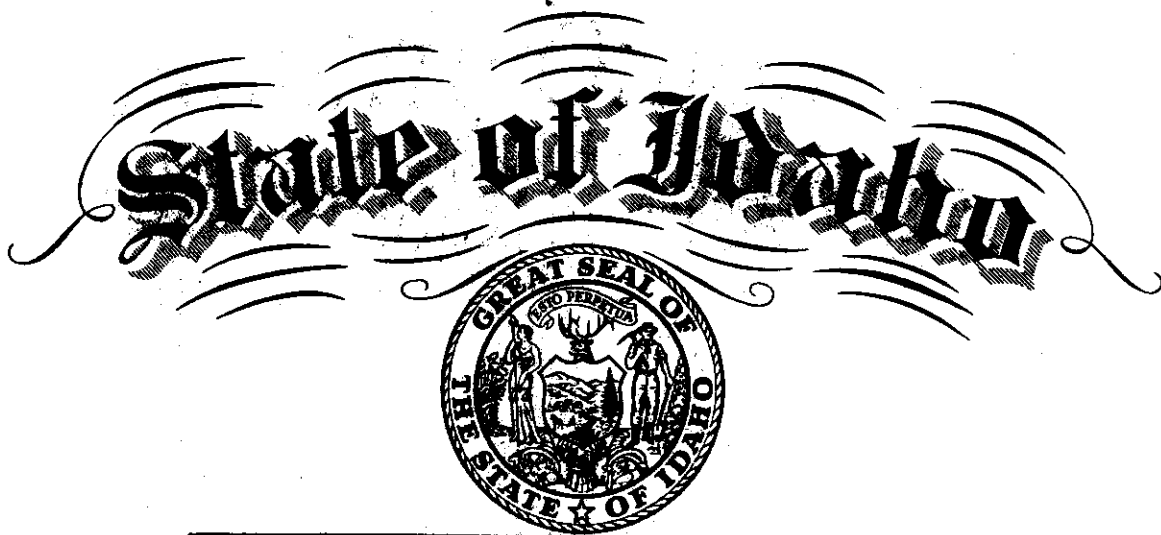
~~will be~~ duly recorded on ~~Film No.~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

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
Boise 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 **4th** day of **November**,
A.D., 19**64**.

Secretary of State.



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

BRASS, INC.

was filed in the office of the Secretary of State on the **Fourth** day of **November** A.D. One Thousand Nine Hundred **Sixty-four** 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 **Boise** 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 **4th** day of **November**, A.D., 19**64**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

BRASS, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, natural persons of full age and citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho.

AND, WE DO HEREBY CERTIFY:

FIRST:

That the name of this corporation is, and shall be, BRASS, INC.

SECOND:

That the purposes for which this corporation is formed are, and it shall have power and authority:

(a) To own, hold, rent, control, lease, operate, conduct and engage in the restaurant business, and to engage in the dispensing of alcoholic beverages in connection with said restaurant business.

(b) To engage in any commercial enterprise calculated or designed to be profitable to this corporation and in conformity with law. To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares, and merchandise and real and personal property of every class and description.

(c) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of, letters patent of the United States, or of any foreign country, patent rights, licenses and privileges,

ARTICLES OF INCORPORATION

OF

BRASS, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, natural persons of full age and citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho.

AND, WE DO HEREBY CERTIFY:

FIRST:

That the name of this corporation is, and shall be, BRASS, INC.

SECOND:

That the purposes for which this corporation is formed are, and it shall have power and authority:

(a) To own, hold, rent, control, lease, operate, conduct and engage in the restaurant business, and to engage in the dispensing of alcoholic beverages in connection with said restaurant business.

(b) To engage in any commercial enterprise calculated or designed to be profitable to this corporation and in conformity with law. To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares, and merchandise and real and personal property of every class and description.

(c) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of, letters patent of the United States, or of any foreign country, patent rights, licenses and privileges,

franchises, inventions, improvements and processes, copyrights, trademarks and trade names, relating to, or used in connection with any business of this corporation.

(d) To buy, sell, lease, let, own, hold, use, occupy, build, contract for or in relation to, mortgage and otherwise, and in every way, deal in or with, buildings, improvements, structures of all kinds, and other real and personal property, necessary, proper, usual, desirable, or incident to such or any of such businesses, or for any other purposes whatsoever.

(e) To buy, sell, invest in, hold, own, pledge, vote, hypothecate and deal in, stocks, bonds and obligations of corporations, municipal and private, of governments, or of individuals; to form, create and enter into partnerships and associations with other persons, natural and/or corporate.

(f) To borrow moneys, with or without security, and to execute, guarantee, issue and dispose of evidences of all kinds of its indebtedness, and bonds, notes and other obligations; to secure the same or any thereof by pledge or mortgage of the whole or any part of the property or assets of the corporation, real or personal; to make charitable and business donations or gifts; to acquire, reissue and dispose of its own shares or obligations.

(g) To do and perform each, all and every act and thing, and to exercise every power, necessary, expedient, proper, useful or desirable, to carry out or further the purposes, objects and businesses for which this corporation is formed, and which natural persons might or may lawfully do or associate themselves together to perform or do therein.

(h) To have, exercise, use and employ the authority specified in Section 30-114 Idaho Code, and to have, exercise, use and employ any or

franchises, inventions, improvements and processes, copyrights, trademarks and trade names, relating to, or used in connection with any business of this corporation.

(d) To buy, sell, lease, let, own, hold, use, occupy, build, contract for or in relation to, mortgage and otherwise, and in every way, deal in or with, buildings, improvements, structures of all kinds, and other real and personal property, necessary, proper, usual, desirable, or incident to such or any of such businesses, or for any other purposes whatsoever.

(e) To buy, sell, invest in, hold, own, pledge, vote, hypothecate and deal in, stocks, bonds and obligations of corporations, municipal and private, of governments, or of individuals; to form, create and enter into partnerships and associations with other persons, natural and/or corporate.

(f) To borrow moneys, with or without security, and to execute, guarantee, issue and dispose of evidences of all kinds of its indebtedness, and bonds, notes and other obligations; to secure the same or any thereof by pledge or mortgage of the whole or any part of the property or assets of the corporation, real or personal; to make charitable and business donations or gifts; to acquire, reissue and dispose of its own shares or obligations.

(g) To do and perform each, all and every act and thing, and to exercise every power, necessary, expedient, proper, useful or desirable, to carry out or further the purposes, objects and businesses for which this corporation is formed, and which natural persons might or may lawfully do or associate themselves together to perform or do therein.

(h) To have, exercise, use and employ the authority specified in Section 30-114 Idaho Code, and to have, exercise, use and employ any or

all of the same, and any or all of the objects, purposes, powers, privileges, authority and rights therein and herein set forth, both within and without the State of Idaho and the United States of America; and to have one or more corporate or business offices, and to have and operate one or more agencies or other places of business within and without said State, and said United States of America.

THIRD

That the location and postoffice address of the registered office in the State of Idaho is, and shall be, Boise, Ada County, Idaho.

FOURTH

That the duration of this corporation is to be perpetual from and after the date of its incorporation.

FIFTH

That the total authorized number of par value shares of this corporation shall be Twenty-five Hundred (2,500) shares, each of the par value of Ten Dollars (\$10.00), and of the aggregate par value of Twenty-five Thousand (\$25,000.00), which said shares shall be common stock, and shall not be subject to assessment.

SIXTH

That the name and postoffice address of each of the incorporators, and the number of shares subscribed by each set opposite their respective names, are:

<u>Name</u>	<u>Address</u>	<u>No. Shares</u>	<u>Amount</u>
Charles C. W. Allan, Jr.	1515 Garfield St., Boise, Idaho	1	\$ 10.00
Roger M. Davidson	4710 Shirley St., Boise, Idaho	1	\$ 10.00
Patricia R. Davidson	4710 Shirley St., Boise, Idaho	1	\$ 10.00

all of the same, and any or all of the objects, purposes, powers, privileges, authority and rights therein and herein set forth, both within and without the State of Idaho and the United States of America; and to have one or more corporate or business offices, and to have and operate one or more agencies or other places of business within and without said State, and said United States of America.

THIRD

That the location and postoffice address of the registered office in the State of Idaho is, and shall be, Boise, Ada County, Idaho.

FOURTH

That the duration of this corporation is to be perpetual from and after the date of its incorporation.

FIFTH

That the total authorized number of par value shares of this corporation shall be Twenty-five Hundred (2,500) shares, each of the par value of Ten Dollars (\$10.00), and of the aggregate par value of Twenty-five Thousand (\$25,000.00), which said shares shall be common stock, and shall not be subject to assessment.

SIXTH

That the name and postoffice address of each of the incorporators, and the number of shares subscribed by each set opposite their respective names, are:

<u>Name</u>	<u>Address</u>	<u>No. Shares</u>	<u>Amount</u>
Charles C. W. Allan, Jr.	1515 Garfield St., Boise, Idaho	1	\$ 10.00
Roger M. Davidson	4710 Shirley St., Boise, Idaho	1	\$ 10.00
Patricia R. Davidson	4710 Shirley St., Boise, Idaho	1	\$ 10.00

SEVENTH

The first 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 eleven (11).

EIGHTH

The power to repeal and amend the By-laws and adopt new By-laws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of said directors, or of the allotted shares, as the case may be, not less, however, than a majority thereof, as may be fixed by the By-laws.

NINTH

All or any meetings of the shareholders, or of the Board of Directors, may be held within or without the State of Idaho.

IN WITNESS WHEREOF, We have signed triplicate originals of these Articles this 4 day of November, 1964.

Ray M. Davidson
Patricia J. Davidson
Charles C.W. Allan Jr.

SEVENTH

The first 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 eleven (11).

EIGHTH

The power to repeal and amend the By-laws and adopt new By-laws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of said directors, or of the allotted shares, as the case may be, not less, however, than a majority thereof, as may be fixed by the By-laws.

NINTH

All or any meetings of the shareholders, or of the Board of Directors, may be held within or without the State of Idaho.

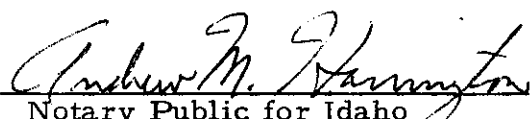
IN WITNESS WHEREOF, We have signed triplicate originals of these Articles this 4 day of November, 1964.

Ray M. Davidson
Patricia J. Davidson
Charles C.W. Allan Jr.

STATE OF IDAHO,)
) ss..
COUNTY OF ADA,)

On this 4 day of November, in the year 1964, before me, the undersigned, a Notary Public in and for the said State, personally appeared CHARLES C. W. ALLAN, JR., ROGER M. DAVIDSON and PATRICIA R. DAVIDSON, known to me to be the persons whose names are subscribed to the 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.


Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO,)
) ss..
COUNTY OF ADA,)

On this 4 day of November, in the year 1964, before me, the undersigned, a Notary Public in and for the said State, personally appeared CHARLES C. W. ALLAN, JR., ROGER M. DAVIDSON and PATRICIA R. DAVIDSON, known to me to be the persons whose names are subscribed to the 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.


Notary Public for Idaho
Residing at Boise, Idaho