

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

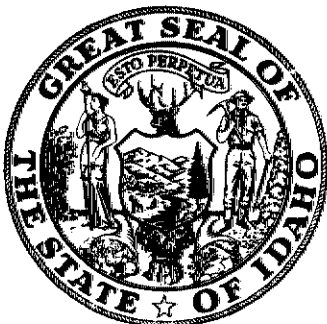
THE IDAHO FINALE, 2001, INC.

File number C 108847

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 3, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Sibley*

1 **ROBERT L. ALDRIDGE, CHARTERED**  
2 Attorney at Law  
3 1209 North Eighth Street  
4 Boise, Idaho 83702-4297  
5 Telephone: (208) 336-9880  
6 Fax: (208) 336-9882  
7 Attorney for Corporation

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IDAHO SECRETARY OF STATE  
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8 **Articles of Incorporation Of The Idaho Finale, 2001, Inc.**

9 **KNOW ALL MEN BY THESE PRESENTS**, that we, Ted W. Hanford and June Hanford,  
10 being of legal age and citizens of the United States, for the purpose of forming a body  
11 corporate in accordance with the provisions of the Idaho Business Corporation Act, §§30-  
12 1-1, et seq., of the Revised Statutes of the State of Idaho, as amended, do hereby make,  
13 execute, and acknowledge these Articles of Incorporation, in writing as follows:

14 **Article 1- Name:** The corporate name of this association shall be The Idaho Finale, 2001,  
15 Inc., and the initial business location of the corporation shall be Ada County, Idaho.

16 **Article 2- Purposes:** The purposes of this Corporation are:

17 (1) The Corporation may perform any acts and provide any services for any lawful  
18 purpose, including all purposes described in Idaho Code, §§30-1-1 et seq., and  
19 especially in §30-1-4, and any amendments or additions thereto, but not limited thereto.  
20 The corporation's primary purpose shall be deal in franchises and related purposes.

21 (2) The Corporation may buy, lease, or otherwise acquire, rights and interests of every  
22 character and description, in or to or relating to any mineral or volatile substances, and  
23 lands containing or believed to contain any such substances, and any leases, grants,  
24 and contracts relating thereto.

25 (3) The Corporation may purchase or otherwise acquire, in any status, real property,  
26 within or without the State of Idaho.

27 (4) The Corporation may manufacture, purchase, receive, or otherwise acquire, in any  
28 status, and may invest, deal and trade in and with, goods, wares, merchandise and  
29 personal property of any and every class and description, within or without the State of  
30 Idaho.

31 (5) The Corporation may purchase or otherwise acquire, in any status, shares of capital  
32 stock or other similar items and as owner thereof may possess and exercise all the  
33 rights, powers, and privileges of ownership, including the right to execute consents and  
34 vote thereon, and may do any and all acts and things necessary or advisable for the  
35 preservation, protection, improvement and enhancement in value thereof.

1 (6) The Corporation may acquire the assets, good will, rights, property, and debts and  
2 liabilities of any person or entity; the Corporation may pay for the same in cash, the  
3 stock of the Corporation, bonds, or otherwise. The Corporation may conduct in any  
4 lawful manner the whole or any part of any business so acquired and may exercise all  
5 the powers necessary or convenient in and about the conduct and management of such  
6 business.

7 (7) The Corporation may enter into contracts of every kind for any lawful purpose, with  
8 any person or entity, including the government of the United States of America, or with  
9 any foreign government, or with state, territory, province, municipality, or other political  
10 subdivision, or with any governmental agency.

11 (8) The Corporation may borrow money in any manner and in any form, and make  
12 agreements evidencing such debt, including documents for security, and including  
13 security in the stock of the Corporation.

14 (9) The Corporation may purchase and transfer its own stock, subject to the conditions  
15 imposed by law.

16 (10) The Corporation may acquire in any manner and in any status patents, trade-marks,  
17 copyrights, inventions and any similar items.

18 (11) The Corporation may, subject to the applicable laws in effect, loan funds, with or  
19 without security.

20 (12) The Corporation may have more than one office and may operate outside or inside  
21 the State of Idaho, without restriction, subject to qualification requirements in other  
22 jurisdictions. This association shall be a for-profit corporation.

23 (13) The Corporation may carry on any business whatsoever in connection with the  
24 objects and purposes set forth in these Amendments and/or allowable by law.

25 (14) The Corporation may perform as principal, agent, contractor, trustee, or in any other  
26 lawful status, alone or with others.

27 The foregoing objects and purposes are each independent, unless otherwise expressly  
28 limited, and each purpose shall not be limited or restricted by reference to, or inference  
29 from, the terms of any other clause or paragraph of these Articles. The foregoing shall  
30 be construed as both objects and powers; the enumeration of the foregoing shall not be  
31 deemed to limit or restrict in any manner the general powers conferred on this  
32 Corporation by the laws of the State of Idaho, and the Corporation shall expressly hold  
33 all such general powers.

34 Article 3 - Duration: The period of duration of this Corporation shall be perpetual.

1 Article 4 - Assessments: The shares of stock of the Corporation, if and to the extent fully  
2 paid, shall not be subject to assessment for any purpose.

3 Article 5 - Powers Of Board Of Directors: In furtherance, and not in limitation, of the  
4 powers conferred by statute on such Board, the Board of Directors is expressly  
5 authorized:

6 (1) To repeal and amend the By-laws of the Corporation and to adopt new By-laws,  
7 subject to the right of the shareholders to alter or repeal such By-laws.

8 (2) To designate, by a resolution passed by the majority of the whole Board, two or  
9 more of the Directors to constitute an executive committee, which, to the extent provided  
10 in such resolution, shall have and exercise the authority of the Board of Directors in the  
11 management of the business of the Corporation.

12 (3) When, and as, authorized by the affirmative vote of the holders of a majority of the  
13 stock issued and outstanding which has voting power, given at a stockholder's meeting  
14 duly called for that purpose, the Board of Directors shall have the power and authority  
15 to sell, lease, or exchange all the assets of the Corporation, other than its franchise of  
16 being a Corporation, upon such terms and conditions and for such consideration (which  
17 may be, in whole or in part, shares of stock in other corporations) as the Board of  
18 Directors shall deem expedient and for the best interest of the Corporation.

19 Article 6 - Registered Agent: The registered agent, and the address thereof, is as follows:  
20 June Hanford, 4445 Ginzel, Boise, Idaho 83703.

21 Article 7 - Authorized Shares - Common Stock: The total number of shares of common  
22 stock which the Corporation shall have authority to issue shall be Fifty Thousand (50,000)  
23 authorized shares of the par value of One Dollar and No Cents (\$1.00) each, amounting  
24 in the aggregate to Fifty Thousand Dollars and No Cents (\$50,000.00). No shareholder  
25 shall be entitled as a matter of right to subscribe for or receive additional shares of any  
26 class of stock of the Corporation, whether now or hereafter authorized, or of any bonds,  
27 debentures or other securities convertible into stock, but such additional shares of stock  
28 or other securities convertible into stock may be issued or disposed of by the Board of  
29 Directors to such persons and on such terms as in its discretion it shall deem advisable.

30 Article 8 - Incorporators: Ted W. Hanford, 4445 Ginzel, Boise, Idaho 83703 (1,000  
31 shares) and June Hanford, 4445 Ginzel, Boise, Idaho 83703 (1,000 shares).

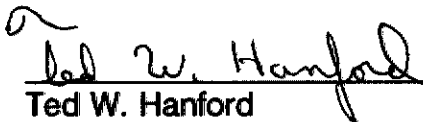
32 Article 9 - Amendment Of Articles: The Corporation reserves the right to amend, alter,  
33 change, or repeal any provision contained in these Articles of Incorporation, in the  
34 manner now or hereafter prescribed by statute, and all rights conferred upon sharehold-  
35 ers herein are granted subject to this reservation.


1 Article 10 - Purchase Of Shares By Corporation: Purchase by the Corporation of its own  
2 shares of stock shall be made, whether directly or indirectly, only to the extent of the  
3 then existing unreserved and unrestricted earned surplus available therefore, or the  
4 unreserved and unrestricted capital surplus available therefor, whichever shall be greater,  
5 and shall in any event be in compliance with Idaho Code, §30-1-6, as the same may be  
6 amended.

7 Article 11 - Board Of Directors: The Board of Directors shall consist of the number of  
8 directors set forth in the By-laws of the Corporation, as the same may be amended from  
9 time to time. The initial Board shall be composed of: Ted W. Hanford, 4445 Ginzel,  
10 Boise, Idaho 83703 and June Hanford, 4445 Ginzel, Boise, Idaho 83703.

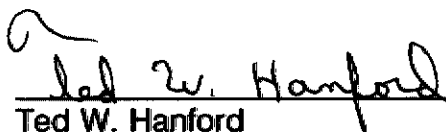
11 Article 12 - Cumulative Voting: Cumulative voting shall be, pursuant to law, allowed.

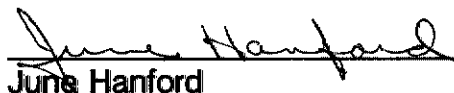
12 IN WITNESS WHEREOF, these Articles of Incorporation are made, signed, acknowl-  
13 edged, and executed this December 28, 1994.

14   
15 Ted W. Hanford

16   
17 June Hanford

18 THE UNDERSIGNED hereby certify that they are officers and directors of The Idaho  
19 Finale, 2001, Inc., and that the above Articles of Incorporation were duly adopted by the  
20 Corporation and the Board of Directors at a meeting thereof, by unanimous consent, on  
21 December 28, 1994, at Boise, Ada County, Idaho.

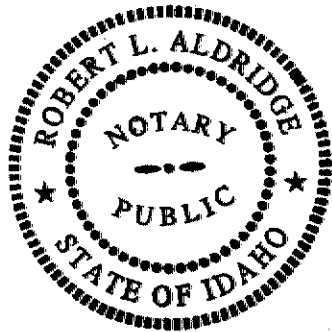
  
Ted W. Hanford

  
June Hanford

STATE OF IDAHO    )  
                              ) ss.  
COUNTY OF ADA    )

*On this December 28, 1994, before me, Robert L. Aldridge, a Notary Public in and for said State, personally appeared Ted W. Hanford and June Hanford, known or identified 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 placed my official hand and seal the day and year in this Certificate first above written.*



*[Signature]*  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Meridian  
Commission expires 7-1-2000