

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

THE MOSCOW SOCIAL CLUB BAR AND GRILL, INC.

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: August 16, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alma Seipel*

ARTICLES OF INCORPORATION OF
THE MOSCOW SOCIAL CLUB BAR AND GRILL, INC.

I, THE UNDERSIGNED, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

I.

The name of the corporation is THE MOSCOW SOCIAL CLUB BAR AND GRILL, INC.

II.

The period of duration of the corporation shall be perpetual.

III.

The purpose or purposes for which the corporation is organized is for the transaction of any and all lawful business for which corporations may be incorporated under this Act.

IV.

The authorized capital stock of this corporation shall consist of FIVE HUNDRED THOUSAND (500,000) shares of common stock having a par value of ONE CENT (\$.01) per share and an aggregate par value of FIVE THOUSAND DOLLARS (\$5,000); all said shares shall be issued fully paid and shall not be subject to assessment.

V.

The private property of the shareholders shall not be subject to the payment of corporate debts to any extent whatsoever. This corporation shall commence doing business once at least SEVEN HUNDRED FIFTY DOLLARS (\$750) has been received as consideration for the issuance of capital stock.

VI.

The name and address of the initial registered office of the corporation is The Moscow Social Club Bar and Grill, Inc., 112 North Main Street, Moscow, ID 83843, and the name of the initial registered agent is Tim Kendall.

VII.

It is expressly provided and made a part of any contract of subscription to the stock of this corporation and the transfer of any stock of this corporation thereafter that every shareholder shall not have the right to transfer any stock that said shareholder receives to any person without the consent of this corporation and the consent of the then existing shareholders, but shall offer the shares for sale to the corporation and/or the current shareholders at the fair market value and under the terms of a bona fide offer. The corporation and/or current shareholders shall exercise the right of first refusal described herein within ninety (90) days of written notice from the proposed selling shareholder and, if not so exercised, said right of first refusal shall expire

and said shareholder shall be entitled to sell said stock. The purpose of said right of first refusal is to insure that the shareholders of this corporation be able to maintain their current voting status and be allowed to operate this corporation with persons of their own choosing. In case of disagreement of the fair market value, the matter in dispute shall be arbitrated. Any attempt of sale of stock of this corporation to a person other than as described herein shall be expressly voided.

VIII.

The right and power to amend, appeal, alter, rescind, and adopt the By-Laws of this corporation and to adopt new By-Laws is expressly conferred upon the Board of Directors of this corporation as provided by statute.

IX.

The number of directors currently constituting the initial Board of Directors shall be ONE (1). The names and addresses of said persons who shall serve as directors until the first meeting of the corporation, or until their successors are elected and qualified, are as follows:

Gerald B. Parkins, Sr.

111 North Main Street

Moscow, ID 83843

X.

The names and addresses of all the initial incorporators are:

Gerald B. Parkins, Sr.

111 North Main Street


Moscow, ID 83843

EXECUTED this 13 day of August, 1993.


Gerald B. Parkins, Sr.

STATE OF IDAHO)
)
COUNTY OF LATAH)

On this 13 day of August, 1993, before me personally appeared Gerald B. Parkins, Sr., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged that he executed the same.


NOTARY PUBLIC in and for the
State of Idaho, residing at
Moscow therein.

STATE OF IDAHO
COUNTY OF LATAH
NOTARY PUBLIC
JULY 1993