

Department of State

**CERTIFICATE OF QUALIFICATION OF
FOREIGN CORPORATION**

LOUIS E. CLAPP
I, ~~ARMONIA WHEELER~~, Secretary of State of the State of Idaho, and legal custodian of
the corporation records of the State of Idaho, do hereby certify that
PAKAKE OF BOISE, INC.

a corporation duly organized and existing under the laws of **Delaware** has fully
complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502,
Idaho Code, by filing in this office on the **Twentieth** day of **April**
19 **66**, a properly authenticated copy of its articles of incorporation, and on the **Twentieth**
day of **April** 19 **66**, a designation of **Burnell Dykes** in
the County of **Ada** as statutory agent for said corporation within the State of
Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State
of Idaho, relating to corporations not created under the laws of the State, as contained in Chap-
ter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in
Idaho, having the same rights and privileges, and being subject to the same laws, as like
domestic corporations.

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 **20th** day of **April**,
A.D. 19 **66**.

Secretary of State.

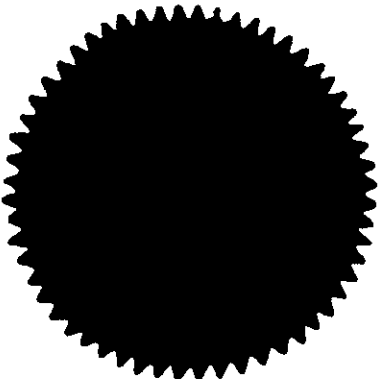
State of Delaware



Office of Secretary of State.

I, Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "PARTAKE OF BOISE, INC.", as
received and filed in this office the first day of July, A.D. 1965
at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this eleventh day
of March in the year of our Lord
one thousand nine hundred and sixty six.



Elisha C. Dukes

Secretary of State

J. H. Brown

Ass't Secretary of State

CERTIFICATE OF INCORPORATION

OF

PARTAKE OF BOISE, INC.

FIRST: The name of this corporation is:

PARTAKE OF BOISE, INC.

SECOND: Its principal office in the State of Delaware is to be located in New Castle County, and the name and address of its resident agent in charge thereof is CORPORATE PLANNING, INC., a corporation of the State of Delaware 1500 Harvey Road, Brandywine Hundred, Wilmington, New Castle County.

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do and in any part of the world, viz: To act as agent, representative, promoter, catalyst, planner, advisor, and developer for clients who may be individual persons, partnerships, fiduciaries, corporation, enterprises and governmental units and agents, whether such entities be foreign or domestic, in researching, planning and developing business and commercial organizations and enterprises of any nature whatsoever, especially, but not limited to, the franchisees of materials, products, services and commodities of any nature whatsoever; to act as general and/or special agent of such clients in negotiating agreements for research, planning, development, merchandising, selling, buying, franchising or otherwise, to the same extent that a natural person might do.

To enter into agreements and joint ventures with, and to provide, render and sell services, advice, materials, equipment, products, merchandise, of all kinds and descriptions and real property of all kinds and descriptions, wheresoever situated in the world, to persons, firms, associations, fiduciaries and corporations, both domestic and foreign, especially, but not limited to research, design, invention, development, planning, obtaining of letters patent, advertising, publicizing, marketing, selling, buying, super-

vising and maintaining control of the aforesaid activities in services, materials, and real property; to recruit, test, evaluate counsel, train personnel whether as clients, customers, agents and employees and for independent contractors, for such persons, firms, associations, fiduciaries or corporations; to provide financing by means of loans, advance commissions, drawing accounts, salaries, franchise agreements and otherwise; and to act for and represent such persons, firms, associations, fiduciaries, corporations and/or governments in any capacity or in any matter whatsoever.

To buy, own, sell and lease real estate and personal property, to experiment with, invent, manufacture, sell, deal in, trade in, license, distribute, maintain, test, replace, import materials, products and equipment; to design and sell all kinds of plans, drawings, literature, diagrams and supplies; to deal in advertising of all kinds, including promotion and publication of businesses and various enterprises.

This corporation may, purchase, acquire, hold and dispose of the stocks, bonds and other evidences of indebtedness of any corporation, domestic or foreign, and issue in exchange therefore, its stock, bonds or other obligations.

To purchase, take, own, hold, deal in, mortgage or otherwise lien and to lease, sell, exchange, convey, transfer or in any manner whatever dispose of real property, within or without the State of Delaware.

To acquire the goodwill, right and property and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation; to pay for the same in cash, stock of this Company, bonds or otherwise; to hold 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 or convenient in and about the conduct and management of such business.

To guarantee, purchase or otherwise acquire, hold sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock, bonds or other evidences of indebtedness created by other corporations and, while the holder of such stock, to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.

To purchase or otherwise acquire, apply for, register, hold, use, sell or in any manner dispose of and to grant licenses or other rights in and in any manner deal with patents, inventions, improvements, processes, formulas, trade marks, trade names, rights and licenses secured under letters patent, copyrights or otherwise.

To enter into, make and perform contracts of every kind for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, town, city, county, state, territory or government.

To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

To issue bonds, debentures, or obligations and to secure the same by mortgage, pledge, deed of trust or otherwise.

To purchase, hold, sell and transfer the shares of its capital stock.

To have one or more offices and to conduct any or all of its operations and business and to promote its objects within or without the State of Delaware; without restriction as to place or amount.

To carry on any other business in connection herewith.

To do any or all of the things herein set forth as principal, agent, contractor, trustee or otherwise, alone or in company with others.

The objects specified herein shall, except where otherwise expressed, be in no way limited nor restricted by reference to or inference from the terms of any other clause or paragraph of this certificate of incorporation.

The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the laws of the State of Delaware.

FOURTH: The total number of shares of stock which this corporation is authorized to issue is:

2000 Shares No Par

FIFTH: The minimum amount of capital with which it will commence business is One Thousand Dollars (\$1,000.00).

SIXTH: The name and place of residence of each of the incorporators is as follows:

Violet Hofnagle - Wilmington, Delaware

Ida Bakalar - Wilmington, Delaware

Leon Hone - Wilmington, Delaware

SEVENTH: This corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: In furtherance and not limitation of the powers conferred by statute, the board of directors is expressly authorized: ✓

To make, alter and amend the bylaws;

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose, and to alter or abolish any such reserve, and to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation;

To designate, by resolution passed by a majority of the whole board, one or more committees, each to consist of two or more directors, which committees, to the extent provided in such resolution or in the bylaws of the corporation, shall have had may exercise any or all of the powers of the board of directors in the management of the business and affairs of this corporation and have power to authorize the seal of this corporation, to be affixed to all paper which may require it;

From time to time to determine whether and to what extent and at what time and places and under what conditions and regulations the books and accounts of this corporation, or any of them other than the stock ledger, shall be open to the inspection of the

stockholders, and no stockholder shall have any right to inspect any account or book or document of the corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

This corporation may in its bylaws confer powers additional to the foregoing upon the directors, in addition to the powers and authorities expressly conferred upon them by law.

TENTH: If the bylaws so provide, the stockholders and directors shall have power to hold their meetings, to have an office or offices and to keep the books of this corporation (subject to the provisions of the statute) outside of the State of Delaware at such places as may from time to time be designated by resolution of the directors.

ELEVENTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law and all rights conferred on officers, directors, and stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being all the incorporators, for the purpose of forming a corporation in pursuance of Title 8 Delaware Code of 1953, Chapter 1, Section 101, do make and file this certificate of incorporation, hereby declaring and certifying that the facts therein stated are true, and accordingly hereunto have set our respective hands and seals this 28th day of June, A. D. 1965.

In the presence of

Harry Hone

Len Hone (SEAL)

Walter Hone (SEAL)

Eda Baklan (SEAL)

STATE OF DELAWARE:
: SS
NEW CASTLE COUNTY:

BE IT REMEMBERED, that on this 28th day
of June , A. D. 1965, personally appeared before me,
the subscriber, a Notary Public for the State and County
aforesaid,

Violet Hofnagle Leon Hone

Ida Bakalar

all the parties to the foregoing certificate of incorporation,
known to me personally to be such, and severally acknowledge
the said certificate to be their act and deed respectively,
and that the facts therein stated were truly set forth.

GIVEN under my hand and seal of office the day and
year aforesaid.

Harry Hone
Notary Public
Appointed August 21, 1964
Term two years
Delaware

