

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

MONA LISA'S, INC.

File number C 110207

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: April 12, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*[Signature]*

ARTICLES OF INCORPORATION

OF

RECEIVED  
SEC. OF STATE

MONA LISA'S, INC.

35 APR 12 PM 2 32

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

NAME. The name of the corporation is:

MONA LISA'S, INC.

ARTICLE II.

DURATION. The corporation shall exist perpetually or until dissolved according to law.

ARTICLE III.

PURPOSES. The purposes for which the corporation is organized are:

1. To engage in all aspects of preparing Food and/or Beverage and/or retail selling of Food and Beverage products to the public, contractors, and any other person or entity.

2. The corporation shall have all powers, allowed by the bylaws and any and all powers and purposes it deems necessary so long as lawful.

IDaho SECRETARY OF STATE  
19950412 0900 80015 2  
CK #: 71079745 CUST# 45884  
CORP  
1@ 100.00= 100.00

3. The purposes stated herein shall be construed as powers as well as purposes, and the matters expressed in any clause shall not be limited by reference to or inference from the terms of any other, but shall be regarded as independent purposes and powers; and the enumeration of specific purposes and powers shall not be construed to limit or restrict the meaning of general terms of the general powers; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

#### ARTICLE IV.

CAPITALIZATION. The aggregate number of shares which the corporation shall have the authority to issue is one hundred and twenty million (120,000,000) shares of stock which stock shall be of one class only which shall be common voting stock possessing a par value of one cent (\$0.01) per share, non-assessable.

#### ARTICLE V.

PAID IN CAPITAL. The corporation will not commence business until consideration of the value of at least one thousand dollars (\$1000.00) has been received for the issuance of shares.

#### ARTICLE VI.

BYLAWS. Provisions for the regulation of all of the affairs of the corporation shall be set forth in the Bylaws which shall be adopted and followed. Changes in the

Bylaws can only be made upon the approval of a majority of the shares outstanding of the then issued and outstanding capital stock of the corporation.

ARTICLE VII.

REGISTERED OFFICE AND AGENT. The address of the initial registered office of the corporation is 325 River Parkway, Idaho Falls, Idaho 83402 and the name of its initial registered agent at such address is Michael R. Fillmore.

  
Michael R. Fillmore

ARTICLE VIII.

DIRECTORS. The number of directors which shall constitute the Board of Directors of the corporation may vary from three (3) to nine (9) directors as prescribed and voted upon pursuant to the Bylaws. The number of directors constituting the initial Board of Directors of the corporation shall be three (3) and the names and addresses of the persons who are to serve as directors until the first meeting of the shareholders or until their successors are elected and shall qualify are:

(THIS SPACE INTENTIONALLY LEFT BLANK)

NAME	ADDRESS
Michael R. Fillmore	2960 N. 5th W. Idaho Falls, Ida. 83401
Troy C. Blair	1361 E. Morningsun Dr. Salt Lake City, UT 84228
Sharon Fillmore	2960 N. 5th W. Idaho Falls, Ida. 83401

ARTICLE IX.

AMENDMENT TO ARTICLES. These articles may be amended only upon the approval of a majority of the shares outstanding of the then issued and outstanding capital stock of the corporation.

ARTICLE X.

INCORPORATORS. The name and address of each incorporator is:

(THIS SPACE INTENTIONALLY LEFT BLANK)

NAME	ADDRESS
Michael R. Fillmore	2960 N. 5th W. Idaho Falls, Idaho 83401
Troy C. Blair	1361 E. Morningsun Dr. Salt Lake City, UT 84123
Sharon Fillmore	2960 N. 5th W. Idaho Falls, Ida. 83401

DATED this 7<sup>th</sup> day of April, 1995.

Michael R. Fillmore  
Incorporator: Michael R. Fillmore

Troy C. Blair  
Incorporator: Troy C. Blair

Sharon Fillmore  
Incorporator: Sharon Fillmore

Michael R. Fillmore  
Registered Agent: Michael R. Fillmore

STATE OF IDAHO )  
 :SS  
COUNTY OF BONNEVILLE)

On the 7<sup>th</sup> day of April, 1995, personally  
appeared before me Michael R. Fillmore, who being by me duly  
sworn, declared that he is the person who signed the within  
and forgoing Articles of Incorporation as incorporator and  
Registered Agent and that the statements contained therein  
are true.

My Commission Expires:

4-7-2000

Kevin D. Cherry  
NOTARY PUBLIC

Residing at: Jefferson County, ID

STATE OF IDAHO )

:ss.

COUNTY OF BONNEVILLE

On the 7<sup>th</sup> day of April, 1995, personally appeared before me Troy C. Blair, who being by me duly sworn, declared that he is the person who signed the within and forgoing Articles of Incorporation as incorporator and that the statements contained therein are true.

My Commission Expires:

4-7-2000

Kevin D Cherry  
NOTARY PUBLIC

Residing at: Jefferson County, ID

STATE OF IDAHO )

:ss.

COUNTY OF BONNEVILLE)

On the 8<sup>th</sup> day of April, 1995, personally appeared before me Sharon Fillmore, who being by me duly sworn, declared that he is the person who signed the within and forgoing Articles of Incorporation as incorporator and that the statements contained therein are true.

My Commission Expires:

4-16-96

Sharon Fillmore  
NOTARY PUBLIC

Residing at: Idaho Falls