

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

EVERGREEN ESTATES, INC.

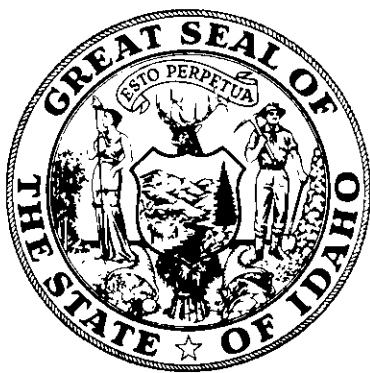
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

EVERGREEN ESTATES, INC.

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: **July 25, 1984**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

[Signature]

JUL 25 8 31 AM '84
SECRETARY OF STATE

ARTICLES OF INCORPORATION OF
EVERGREEN ESTATES, INC.

JUL 19 8 34 AM '84
SECRETARY OF STATE

A CORPORATION FOR PROFIT

We, the undersigned, for the purpose of forming a corporation for profit under the laws of the State of Idaho, do hereby declare as follows and certify and adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is EVERGREEN ESTATES, INC.

ARTICLE II

The period of duration is perpetual.

ARTICLE III

The nature of the business, and the objects and purposes proposed to be transacted, promoted and carried on are to do any and all things herein mentioned as fully and to the same extent as natural persons might or could do and in any part of the world, to-wit: to engage in and operate restaurants, bars and other public places for the dispensing of food and beverages, and to engage in a general building

and maintenance service, janitorial and window cleaning, garbage disposal, painting, watchman service, and rental and leasing of all supplies in connection therewith; to acquire or in any manner dispose of, and to deal and trade in goods, wares, merchandise and property of any and every class and description, and in any part of the world.

To acquire the goodwill, rights and property, and to undertake the whole or any part of the assets or liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of this company, bonds or otherwise; to hold or in any manner dispose of the whole or any part of the 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 enter into, make and perform contracts of every kind, with any person, firm, association or corporation, municipality, body politic, county, territory, state, government or colony or dependency thereof, and without limit as to amount, to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other

negotiable or transferable instruments and evidences of indebtedness, whether secured by mortgages or otherwise, as well as to secure the same by mortgage or otherwise, as may be permitted by the laws of the State of Idaho.

To have offices, conduct its business, and promote its objects within and without the State of Idaho, in other states, the District of Columbia, the territories and colonies of the United States, and in foreign countries, without restriction as to place or amount.

To do any or all of the things herein set forth to the same extent as natural persons might or could do in any part of the world as principals, agents, contractors, trustees or otherwise, and either alone or a company with others.

In general, to carry on any other business in connection therewith, whether manufacturing or otherwise, not forbidden by the laws of the State of Idaho, and with all the powers conferred upon corporations by the laws of the State of Idaho.

ARTICLE IV

The location and post office address of the corporation is Rt. 4, Box 986, Oldtown, Idaho 83822.

ARTICLE V

The aggregate number of shares which the Corporation shall have authority to issue is 600, of which 300 shares without par value shall be designated "Class A Shares" and 300 shares without par value shall be designated "Class B Shares."

ARTICLE VI

(a) The relative rights, privileges, and limitations of the Class A Shares and the Class B Shares shall be in all respect identical, share for share, except that the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the Class A Shares and, except as otherwise required by law, the holders of the Class B Shares shall not have any voting power or be entitled to receive any notice of meetings of shareholders.

(b) Distributions of either Class A Shares or Class B Shares may, in the discretion of the Board of Directors, be made to the holders of either or both classes of shares.

ARTICLE VII

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VIII

No sale of shares shall be made by any shareholder to any person who is not a shareholder of the Corporation, except as follows:

(a) In the event any shareholder desires to sell his shares, or any portion thereof, to any person who is not a shareholder of the Corporation, he shall first submit to the shareholders of the Corporation satisfactory evidence of the agreement to purchase such shares by such third person and the price agreed to be paid therefore.

(b) In the event the remaining shareholders agree to purchase such shares at the same price which the share-

holder can receive from the third party, then the shares shall be sold to the shareholders of the corporation in such proportionate amounts as their respective shareholders bear to all of the shares held by the shareholders of the Corporation.

(c) In the event that any of the shareholders do not desire to purchase such shares, then such shares shall be sold at the same price which the shareholder can receive from the third party to such of the shareholders who may desire to purchase the same, and in the same proportion as above set forth.

(d) No shares shall be sold to any person other than the shareholders of the Corporation until each of the shareholders shall have been afforded an opportunity to purchase such shares at the price evidenced as above set forth and shall have declined to do so.

(e) Notice in writing to the shareholders of the Corporation of the desire of any shareholder to sell his shares shall be given by such shareholder, and, at the same time, satisfactory evidence shall be furnished to the shareholders as to the price as hereinabove set forth. Shareholders shall have 30 days' time after the receipt of

such notice within which to elect in writing to purchase such shares or to decline to do so.

ARTICLE IX

The number of directors of the initial board of the corporation shall be two (2), and such directors need not be shareholders.

ROBERT A. McARTHUR	President
GLENN E. BANDELIN	Secretary
P.O. Box 216, Sandpoint, Idaho 83864	

ARTICLE X

The initial registered office and the initial registered agent at that office is: Steven L. Herndon, P.O. Box 216, 227 S. First Avenue, Sandpoint, Idaho 83864.

ARTICLE XI

The name and address of the incorporator is:
Robert A. McArthur, Rt. 1, Box 63, Newport, WA 99156

ARTICLE XII

The corporation shall assume liability and responsibility for all contracts, debts, obligations and actions taken by the incorporator pursuant to incorporation, and fully indemnify the incorporator.

IN WITNESS WHEREOF, I have hereunto set my hand this
17th day of July, 1984.

Robert A. McArthur
ROBERT A. McARTHUR

STATE OF IDAHO)
)
County of Bonner) ss.

On this 17th day of July, 1984, before me, the undersigned Notary Public in and for said State, personally appeared ROBERT A. McARTHUR, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal on the day and year last above written.

Barbara L. Janow
NOTARY PUBLIC-State of Idaho
Residing at: Landpoint