

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

CLUB 91, 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: December 07, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

ARTICLES OF INCORPORATION

OF
CLUB 91, INC.

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KNOW ALL MEN BY THESE PRESENTS that the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and the acts amendatory thereof, and supplemental thereto, do hereby certify as follows:

I.

The name of the corporation shall be:

CLUB 91, INC.

II.

The existence of this corporation shall be perpetual.

III.

The purposes and objects for which the corporation is formed are:

1. To transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act in this state.

2. To purchase or in anywise acquire for investment or for sale, or otherwise, lands, contracts for the purchase or sale of lands, building improvements, and any other real property of any kind or tenure, or any interest therein, and any property, works or undertakings connected with the use or development of property of the company, within the state of Idaho, and within any other state

1. ARTICLES OF INCORPORATION

or territory of the United States, and as the consideration for the same to pay cash, or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the company, and to sell, convey, lease, mortgage, turn to account, or otherwise deal with all or any part of the property of the company.

3. To operate a restaurant and/or lounge business.

4. To generally engage in, do and perform any enterprise, act or vocation that a natural person might, or could, do or perform. To engage in the manufacture, sale, purchase, importing and exporting of merchandise and personal property of all manner and description, to act as agents for the purchase, sale and handling of goods, wares and merchandise of any and all types of description, for the account of the corporation, or as a factor agent, procurer, or otherwise for or on behalf of one another.

4. To borrow or raise money without limit as to amount; to sell, grant security interests in, pledge and otherwise dispose of and realize upon book accounts and other choses in action; to make, draw, accept, endorse, execute and issue bonds, debentures, notes or other obligations of any nature or in any manner for money so borrowed or in payment for property purchased, or for any other of the objects or purposes of the corporation, and to secure the principal thereof, and the interest thereon by mortgage upon, or creation of security interests in, or pledge of, or conveyance or assignment in trust of, the whole or any part of the property, real or personal, or this corporation, where ever situated and whether at the time owned or thereafter acquired; and in such manner and upon such terms as the Board of Directors may

2. ARTICLES OF INCORPORATION

from time to time determine, to sell, exchange, pledge, offer for discount, or otherwise dispose of any and all such bonds, debentures, notes or other obligations.

5. To such extent as a corporation organized under the Business Corporation Law of this state may now or thereafter lawfully do, to do, either as principal or agent, and either along or in connection with other corporation, firms, individuals, all and everything necessary, suitable, convenient, or proper for or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interest of this corporation or to enhance the value of its properties, and in general do any and all things and exercise any and all powers, frights and privileges which a corporation may now or hereafter be organized to do or to exercise under the Business Corporation Law of this state, or under any act amendatory thereof, supplemental thereof, or substituted therefore.

IV.

The location and address of the registered office of the corporation is:

400 Yellowstone
Pocatello, Idaho 83201

The name of the initial registered agent at such address is:

NICK KOSERIS

V.

The total authorized capital stock of this corporation shall be ONE THOUSAND (1,000) shares with par value of \$1.00.

3. ARTICLES OF INCORPORATION

There shall be no other class of stock issued by this corporation.

VI.

The amount of said capital stock that has actually been subscribed is 500 shares, and the names and addresses of the persons who have subscribed therefor, and the number of shares subscribed by each are set forth in paragraph VII herein.

VII.

The names and addresses of the incorporators, and the number of shares subscribed for by them, are as follows:

NAME	ADDRESS	NUMBER OF SHARES
Dayton R. Guidinger	4040 Donrich, Pocatello, Idaho	125
Dorene M. Guidinger	4040 Donrich, Pocatello, Idaho	125
All-Star Corporation Nick Koseris, President	400 Yellowstone, Pocatello, ID	250

VIII.

It is the desire and intention of the corporation and of the parties hereto, that the corporation should make a Sub-Chapter S election under Chapter 1 of Subtitle A of the United States Internal Revenue Code, and should terminate and revoke any such election once made only in accordance with the determination of the holders of a majority of all the outstanding stock of the corporation.

IX.

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying the debts of the corporation.

X.

In the event of the death of one of the shareholders, the other shareholders shall have first option to purchase shares from the estate of the deceased shareholder at book value.

XI.

DIRECTORS

The Board of Directors shall consist of two directors, but during their term of office, or thereafter, the number of directors may be increased, or decreased from time to time as may be provided by the By-Laws.

The following persons are the named directors of the corporation and are to serve until their successors are elected and qualified: DAYTON R. GUIDINGER, DORENE M. GUIDINGER, NICK M. KOSERIS, whose addresses are listed above.

XII.

MEETINGS

The Board of Directors of this corporation may meet and transact the business of the corporation either at the principal place of business designated herein, or at such other place by a resolution of the Board of Directors. All, or any meetings of the shareholders may also be held within or without the State of Idaho.

XIII.

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

1. Subject to the By-Laws, if any, adopted by the shareholders, to make, alter or repeal the By-Laws of the


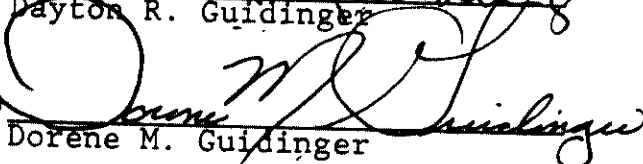
corporation;

2. To encumber the corporate assets, personal or real, and to guarantee the indebtedness of others, without limitation;


3. 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 abolish any such reserves; and

4. By resolution adopted by a majority of the whole Board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation, which, to the extent provided in the resolution or in the By-Laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, including power to execute and seal documents. Such committee shall be named or designed as the Board may direct. All corporate powers of the corporation shall be exercised by the Board of Directors except as otherwise provided herein by law.

IN WITNESS WHEREOF, the said incorporators have set their hands and seals this 6th day of December , 1990.


Dayton R. Guidinger

Dorene M. Guidinger

ALL-STAR CORPORATION

By 
Nick M. Koseris, President

6. ARTICLES OF INCORPORATION

STATE OF IDAHO)
) ss
COUNTY OF BANNOCK)

On this 6th day of December, 1990, before me the undersigned Notary Public, in and for said County and State, personally appeared DAYTON R. GUIDINGER and DORENE M. GUIDINGER, known to me to be the persons who executed the foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Notary Public
Residing at Pocatello, Idaho

STATE OF IDAHO)
) ss
COUNTY OF BANNOCK)

On this 6th day of December, 1990, before me the undersigned Notary Public, in and for said County and State, personally appeared ALL-STAR CORPORATION, an Idaho Corporation, NICK M. KOSERIS, President, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Notary Public
Residing at Pocatello, Idaho