

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

WINDBREAK, 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 _____

WINDBREAK, 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: November 14, 1983

Pete T. Cenarrusa

SECRETARY OF STATE

by: _____



ARTICLES OF INCORPORATION
OF
WINDBREAK, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being of full age and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the provisions of Idaho Code §30-101 et. seq.:

And we hereby certify in writing:

ARTICLE I

NAME

The name of said corporation shall be WINDBREAK, INC.

ARTICLE II
PURPOSES AND POWERS

The purposes for which this corporation is formed are:

A. Inter alia, to own, operate, manage, etc. tavern and food operation and to acquire and hold all city, county, and state licenses authorizing the sale of liquor, beer, wine and food.

B. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

C. To manufacture, produce, buy, sell, trade and deal in any and all types and kinds of goods, machinery, products, merchandise and personal property of every class and description at wholesale or retail for and on account of the corporation or as manufacturer, broker, factor or agent for others.

D. To enter into, make, perform and carry out contracts of every sort and kind with any person, firm or corporation or other legal entity and to acquire and take over the good will, property, rights, franchises, options and assets of every kind and the liabilities of any person, firm, association, corporation or other legal entity either wholly or in part, and to pay for the same in cash, stocks or bonds of the corporation or otherwise.

E. To purchase or acquire property, business right or franchises or for any other object in or about its business affairs, to incur debts and to borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, notes or other evidence of indebtedness, and to acquire by purchase, gift or otherwise, shares of its own corporate stock and cancel the same or any part thereof, or hold all or any of such stock for resale as treasury stock, or for the purpose of making stock dividends to its shareholders and to restrict the transferability of its outstanding shares to the extent reasonably necessary to protect the rights of the corporation and its shareholders in any stock purchase, contracts, or options that may be made between themselves or any of them.

F. To act as surety or creditor in any and all types of engagements, including the power to execute, endorse and deliver contracts and to guarantee the prompt and faithful performance for payment of debts, notes, agreements, contracts and undertakings of any other person, firm, partnership or corporation, and to act as accommodation co-maker or guarantor on obligations either as primary or secondary obligor.

G. Without in any manner limiting any of the objects, purposes or powers of the corporation, the business or purposes of said corporation shall be from time to time to do any one or more of all of the acts or things herein set forth.

H. The several subdivisions contained in this paragraph of purposes shall be construed as both purposes and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers, conferred on business corporations, by the laws of the State of Idaho, all of which powers are expressly claimed.

ARTICLE III DURATION

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

ARTICLE IV REGISTERED OFFICE

The registered office of said corporation in the State of Idaho shall be located in the County of Twin Falls, the post office address of the registered office of said corporation in the State of Idaho, County of Twin Falls, shall

be 1749 Kimberly Road, Twin Falls, Idaho. Lori Rasmussen shall be the registered agent at the address set forth above.

ARTICLE V
CORPORATE STOCK

The aggregate number of shares which the corporation shall have authority to issue is 100, all of which shall have a par value of \$1.00 per share and shall be designated common voting stock of the corporation.

ARTICLE VI
INCORPORATORS

Following are the names and post office addresses of each of the incorporators:

<u>NAME OF INCORPORATOR</u>	<u>POST OFFICE ADDRESS</u>
J. Evan Robertson	P.O. Box 1906, Twin Falls, Idaho

ARTICLE VII
MANAGEMENT

A. The business of the corporation shall be managed by a board of at least two (2) directors, except that if all of the shares of the corporation are owned beneficially and of record by either one (1) or two (2) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders. Directors need not be shareholders. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified.

B. The Incorporators listed in Article VI above shall serve as directors until the first meeting of shareholders or until their successors are elected and qualify.

ARTICLE VIII
BY-LAWS

The power to adopt, repeal and amend the By-Laws of the corporation shall be in the stockholders and the By-Laws may be amended, adopted, or repealed by a majority vote of the stock issued and entitled to vote.

IN WITNESS WHEREOF, I have hereunto set my hand
this 11 day of November, 1983.

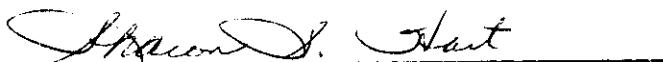


J. Evan Robertson

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 11th day of November, 1983, before me,
the undersigned, a notary public in and for said county and
state, personally appeared J. Evan Robertson, 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 hereunto set my hand and
affixed my official seal the same day and year in this
certificate first above written.



J. Evan Robertson
Notary Public for Idaho
Residing at: Twin Falls