

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

CAFE TIROL, INC.

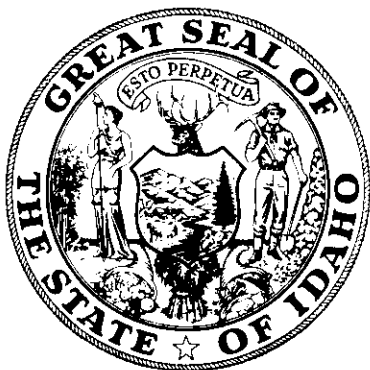
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

CAFE TIROL, 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: *December 9, 1981*



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: \_\_\_\_\_

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ARTICLES OF INCORPORATION  
SECRETARY OF  
STATE OF

CAFE TIROL, INC.

The undersigned natural person of the age of twenty-one or more years, acting as an incorporator under the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I.

Name

The name of this corporation is CAFE TIROL, INC.

ARTICLE II.

Period of Duration.

The duration of this corporation is to be perpetual.

ARTICLE III.

Purposes and Powers.

Section 1. Purposes. The purposes for which this corporation is organized are as follows: to engage in the restaurant and delicatessen business, the bakery business, the catering business and the sale of specialty foods, imported foods and similar goods, to engage in activities which are necessary, suitable or convenient for the accomplishment of said business purposes or which are incidental thereto or connected therewith; and to conduct its business and carry out these purposes in any state, territory, district or possession of the United States or in any foreign country, to the extent not forbidden by law.

Section 2. Powers. This corporation shall have all the powers specified in the Idaho Business Corporation Act.

ARTICLE IV.

Stock Clauses.

The aggregate number of shares which this corporation shall have authority to issue is 3,000 common shares with a par value of \$10.00 per share. The corporation shall not have the authority to issue shares in series.

ARTICLE V.

Registered Office and Registered Agent

The address and post office box of the registered office of this corporation is 515 N. East Avenue, Ketchum, Idaho, 83340, and Post Office Box 2103, Ketchum, Idaho, 83340. The name of the initial registered agent of this corporation at that address is Helmut Brecher.

ARTICLE VI.

Directors.

The number of directors shall be as specified in the By-Laws of this corporation and such number may from time to time be increased or decreased in such manner as described in the By-Laws and may be fewer than three (3) in the event that the corporation has less than three (3) shareholders, in accordance with the laws of the State of Idaho. The initial Board of Directors shall consist of two (2) members. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until successors be elected and qualify are as follows:

Helmut Brecher  
P.O. Box 1491  
Sun Valley, Idaho, 83353

Karen R. Tiffany  
P.O. Box 1618  
Sun Valley, Idaho, 83353

ARTICLE VII.

Incorporators.

The name and address of the incorporator of this corporation is Helmut Brecher, Post Office Box 1491, Sun Valley, Idaho, 83353.

ARTICLE VIII.

Provisions for Regulation of Corporation's Internal Affairs.

Section 1. Meetings of Shareholders and Directors.

Meetings of the shareholders and directors of this corporation may be held either within or without the State of Idaho, at such place or places as may from time to time be designated in the By-Laws or by resolution of the Board of Directors.

Section 2. By-Laws. The initial By-Laws of this corporation shall be adopted by its Board of Directors. The power to amend or repeal the By-Laws or to adopt new By-Laws shall be in the shareholders, but the affirmative vote of the holders of two-thirds of the shares entitled to vote in a meeting of shareholders called for such purpose shall be necessary to exercise that power. The By-Laws may contain any provisions for the regulation and management of this corporation which are consistent with the Idaho Business Corporation Act and these Articles of Incorporation.

Section 3. Compensation of Directors. The Board of Directors shall have the authority to make provision for reasonable compensation to its members for their services as directors and fix the basis and conditions upon which this compensation shall be paid. Any director may also serve the corporation in any other capacity and receive compensation therefrom in any form.

Section 4. Contracts in which Directors or Officers have an Interest. No contract or other transaction between this corporation and one or more of its directors or officers or any other corporation, firm, association, or

other entity in which one or more of its directors or officers are directors or officers, or are financially interested, shall be either void or voidable for this reason alone, or by reason alone that such director or directors are present at the meeting of the board or as a committee thereof which approves, authorizes or ratifies such contract or transaction, or that his or their votes are counted for such purpose, if:

- a. The fact of such common directorship, officership or financial interest is disclosed or known to the Board of Directors or committee thereof which approves, authorizes or ratifies such contract or transaction by a vote sufficient for such purpose without counting the votes of such interested director or directors; or
- b. The fact of such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote and they approve, authorize or ratify such contract or transaction by vote, in which vote such interested directors may participate to the extent they are shareholders; or
- c. The contract or transaction is fair and reasonable to this corporation at the time it is approved by the board, a committee thereof or the shareholders and the fact of such relationship or interest is fully and fairly disclosed or known to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which approves, authorizes or ratifies such contract or transaction.

Section 5. Indemnification of Directors and Officers.

The corporation shall indemnify any and all of its directors or officers or former directors or officers against expenses, including attorneys' fees, judgments, fines and amounts reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in the best interests of the corporation; and with respect to any criminal action or proceeding if he had no reasonable cause to believe his conduct was unlawful; except that no indemnification shall be made in respect of any claim or matter as to which such director or officer shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation. Any indemnification under this section (unless so ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth herein. Such determination shall be made either

- a. By a majority of the Board of Directors other than those involved in the action or proceeding, if a quorum of disinterested directors exists; or
- b. By a written opinion of independent legal counsel, if no quorum of such disinterested directors exists, or even if such a quorum of disinterested directors exists if they so direct such a written opinion; or
- c. By the shareholders.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified

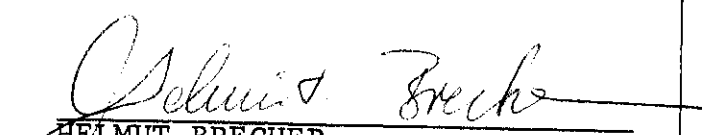
may be entitled under any by-law, agreement, vote of shareholders or otherwise, and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE IX.

Amendment of Articles of Incorporation.

These Articles of Incorporation may be amended in any respect conformable to the laws of the State of Idaho by an affirmative vote of two-thirds of the shareholders entitled to vote in a meeting of shareholders called for such purpose as prescribed by law.

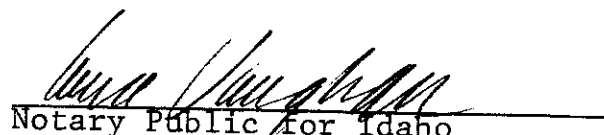
IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executes these Articles of Incorporation, in duplicate, and certifies to the truth of the facts herein stated, this                    day of 1981.

  
\_\_\_\_\_  
HELMUT BRECHER

STATE OF IDAHO            )  
                                  : ss.  
County of Blaine         )

On this 1 day of Dec, 1981, before me, the undersigned, a Notary Public in and for said State, personally appeared HELMUT BRECHER, 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 affixed my official seal the day and year in this certificate first above written.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at: