

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

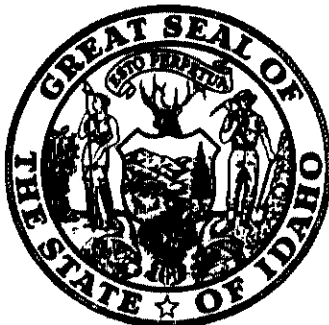
SNAKE RIVER T.E.M.P.S., INC.

File number C 106312

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: May 12, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl Davis*

RECEIVED  
SEC. OF STATE

ARTICLES OF INCORPORATION

of

Snake River T.E.M.P.S., Inc.

94 MAY 12 AM 8 52

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation of such corporation. C #

FIRST

The name of the corporation is: Snake River T.E.M.P.S., Inc.

SECOND

The period of its duration is perpetual.

THIRD

The purpose or purposes for which the corporation is organized is to own and operate "Subway" franchise(s) and exercise all powers, rights and responsibilities available to corporations under the laws of the State of Idaho.

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares of common stock with no par value. Said stock shall be subject to transfer restrictions of first right of refusal as set forth in the Bylaws of the Corporation.

FIFTH

Provisions denying preemptive rights are: none.

SIXTH

The address of the initial registered office of the corporation is 24 River Run, Burley, Idaho 83318 and the name of

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1840518 0900 73683 2  
DIST 37328  
10 100.00= 100.00

its initial registered agent at such address is Carol A. Prentiss.

SEVENTH

The number of directors constituting the initial board of directors of the Corporation is three (3), and the names and addresses of the persons who are to serve as the directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Carol A. Prentiss  
24 River Run Drive  
Burley, Idaho 83318

Kathryn L. Anderson  
P.O. Box 572  
Burley, Idaho 83318

Patricc Prentiss  
2401 South Owhyee, #16  
Boise, Idaho 83705

EIGHTH

The name and address of each incorporator is:

Carol A. Prentiss  
24 River Run Drive  
Burley, Idaho 83318

Kathryn L. Anderson  
P.O. Box 572  
Burley, Idaho 83318

NINTH

No stock of this corporation shall be pledged, hypothecated, transferred, assigned, given as security or otherwise encumbered by any person who is a holder thereof, except with the consent of the Board of Directors, evidenced by a resolution duly passed at a regular meeting of the board or a special meeting of the

board called for the purpose.

**TENTH**

The mailing address of the corporation shall be: 342 East 5th North, Burley, Idaho 83318, Snake River Plaza No. 22, Burley, Idaho 83318.

DATED this 4<sup>th</sup> day of May, 1994.

  
Carol A. Prentiss

  
Kathryn L. Anderson