

# State of Idaho

## Department of State

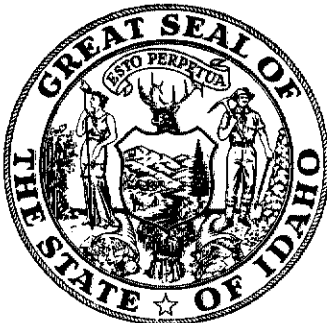
### CERTIFICATE OF INCORPORATION OF

INTERMOUNTAIN BILLIARDS, BAR STOOLS AND GAME TABLES, INC.  
File number C 115785

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: July 18, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*L. Dumont*

# ARTICLES OF INCORPORATION

OF

JUL 18 12 10 PM '96

## INTERMOUNTAIN BILLIARDS, BAR STOOLS AND GAME TABLES, INC.

SECRETARY OF STATE  
STATE OF IDAHO

### KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being of full age and citizens of the United States, do this day voluntarily form a corporation under the provisions of the Idaho Business Corporation Act, and we certify in writing:

#### 1. NAME

The name of the corporation shall be Intermountain Billiards, Bar Stools and Game Tables, Inc.

#### 2. PURPOSE AND POWERS

The purposes of this corporation are to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act, and to possess and exercise all the powers and privileges granted by the Idaho Business Corporation Act or any lawful powers and privileges incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the corporation.

#### 3. DURATION

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

#### 4. REGISTERED OFFICE

The registered office of the corporation in the State of Idaho shall be located at 3706 Lake Grove, Boise, Idaho 83713. The post office address of the registered office of the corporation in the State of Idaho, County of Ada, shall be 3706 Lake Grove, Boise, Idaho 83713. Gary Stoll shall be the registered agent at the address set forth above.

#### 5. CORPORATE STOCK

The aggregate number of common shares which the corporation shall have authority to issue is 10,000, all of which shall have no par value.

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**6. INCORPORATORS**

Following are the names and addresses of the incorporators:

Gary Stoll	3706 Lake Grove Boise, Idaho 83713
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Joanne L. Stoll	3706 Lake Grove Boise, Idaho 83713
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**7. MANAGEMENT**

The business of the corporation shall be managed by a board of at least three (3) directors, except that if all of the shares of the corporation are owned beneficially and of record by either one (1) or two (2) shareholders, the number of directors may be less than three (3), but not less than the number of shareholders. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified. The incorporators listed in Article 6 above shall serve as the directors until the first annual meeting of the shareholders or until their successors are elected and qualified.

**8. BYLAWS**

The initial bylaws of the corporation shall be adopted by the directors. The power to alter, amend or repeal the bylaws or adopt new bylaws, subject to repeal or change by action of the shareholders, shall be vested in the directors.

IN WITNESS WHEREOF, we have set our hands this 17<sup>th</sup> day of July, 1996.

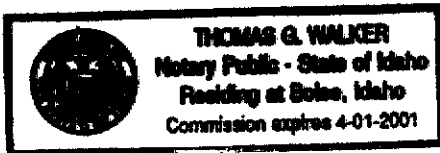
  
\_\_\_\_\_  
GARY STOLL

  
\_\_\_\_\_  
JOANNE L. STOLL

STATE OF IDAHO )  
 ) ss.  
County of Ada )

On this, the 17<sup>th</sup> day of July, 1996, before me, the undersigned, a notary public in and for the county and state, personally appeared GARY STOLL, 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 set my hand and affixed my official seal, the same day and year in this certificate first above written.



Thomas G. Walker  
NOTARY PUBLIC FOR IDAHO

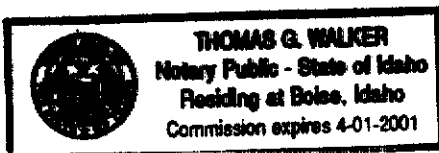
Residing at Boise

Commission expires 4/1/2001

STATE OF IDAHO )  
 ) ss.  
County of Ada )

On this, the 17<sup>th</sup> day of July, 1996, before me, the undersigned, a notary public in and for the county and state, personally appeared JOANNE L. STOLL, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

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



Thomas G. Walker  
NOTARY PUBLIC FOR IDAHO

Residing at Boise

Commission expires 4/1/2001