

**Department of State**

**CERTIFICATE OF INCORPORATION  
OF**

**CHI-CHI'S OF IDAHO FALLS, 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: November 27, 1987



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *[Signature]*

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ARTICLES OF INCORPORATION

OF

CHI-CHI'S OF IDAHO FALLS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned citizens and residents of the United States of America and State of Idaho, and of legal age, for the purpose of organizing a corporation pursuant to the laws of the State of Idaho, do hereby make, sign, acknowledge, certify and file this certificate and Articles of Incorporation for the purpose as follows:

ARTICLE I.

NAME OF CORPORATION

The name of this corporation shall be and is:

CHI-CHI'S OF IDAHO FALLS, INC.

ARTICLE II.

PURPOSES

The purposes and powers of the corporation shall be:

Section 1. To own, establish, conduct, lease and otherwise acquire and carry on the business of preparing and serving food and beverages for meals, banquets, parties and receptions of all kinds and nature, and conduct a restaurant, cafe, and catering business with the preparation, selling and dispensing of foods and beverages.

Section 2. To own, establish, conduct, lease and otherwise acquire and carry on the business of selling and dispensing beer, liquor, wines, soft drinks, bottled waters, and for all other lawful alcoholic and nonalcoholic beverages; to acquire, hold, own, lease as lessor or lessee, and to operate and conduct business with all necessary and required liquor and beer licenses for the sale of such beverages by the drink and for consumption upon the premises, and for the sale of beer, wine and nonalcoholic beverages for consumption both on and off the premises.

Section 3. In general to operate the business of a restaurant and cafe for the preparation and sale and dispensing of food and alcoholic and nonalcoholic beverages,

and to do everything that is necessary, desirable or conducive to the accomplishment of such purposes.

Section 4. To transact any and all lawful business for which corporations may be incorporated within and under the Idaho Business Corporations Act.

Section 5. To buy and sell, discount and rediscount, notes, drafts, bills of exchange, stocks, bonds, securities and choses in action of all kinds, both as principal and as agent; also to buy and sell liens on real and personal property.

Section 6. To draw, make, accept, endorse, execute, issue, discount and have discounted, and to deal in every lawful manner in promissory notes, bills of exchange, trade acceptances, conditional sales, warehouse receipts, warrants, and other negotiable or transferable instruments; and to borrow money and to incur indebtedness as may be determined expedient.

Section 7. To purchase, lease as lessee, or otherwise acquire, and to hold for investment, improve, maintain and operate the business property and other real estate, automotive vehicles, fixtures, supplies, machinery and utensils, and all other personal property of fixtures, stock in this and other corporations, and any other personal property, and to sell, assign, convey, lease as lessor, manage, pledge, mortgage or otherwise encumber or dispose of lands, buildings, structures, vehicles, equipment, fixtures, supplies and any other real or personal property, tangible or intangible, which shall be deemed necessary, convenient or appropriate; and to do everything necessary, convenient or conducive to the full accomplishments of the foregoing objects in this Article II.

Section 8. To engage in any or all of the purposes or powers enumerated in this Article II as a partner or joint venture in such transactions.

Section 9. The purposes specified herein and enumerated in this Article II shall be construed as both powers and purposes of this corporation, and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

ARTICLE III.

CORPORATE EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE IV.

PRINCIPAL PLACE OF BUSINESS

Section 1. The location of the corporation's registered office in this state is 2185 East 17th Street, Idaho Falls, Idaho 83404, the corporation may also maintain offices at such other place or places in the State of Idaho and the United States as the Board of Directors may from time to time decide.

The Post Office address of the registered offices shall be 2185 East 17th Street, Idaho Falls, Idaho 83404.

Section 2. The operation and business of this corporation shall be carried out in the City of Idaho Falls, Bonneville County, State of Idaho, and in such other counties in the State of Idaho and in other states of the United States as the Board of Directors may from time to time decide.

Section 3. The initial registered agent for the corporation shall be Scott Nemelka, whose address is 2185 East 17th Street, Idaho Falls, Idaho 83404.

ARTICLE V.

CAPITAL STOCK

Section 1. This company is a stock company chartered under the laws of the State of Idaho.

Section 2. The amount of capital stock of this corporation shall be the number of Ten Thousand shares of the common capital stock to be issued without par value.

ARTICLE VI

MANAGEMENT

Section 1. The management of this corporation shall be vested in a Board of Directors. The Directors shall be

elected at the annual meeting of the Stockholders and the number of Directors to serve shall be elected and decided at the annual meeting of Stockholders as provided in the Bylaws and in the manner and method therein provided.

Section 2. The number of Directors constituting the initial Board of Directors of the corporation shall be 3 who are to serve as Directors until the first annual meeting of Stockholders or until their successors shall have been elected and qualified and who are named as follows:

JOHN STOKES  
2020 Bennett  
Burley, Idaho 83318

BRENDA [REDACTED] CLARK  
Route 1, Box 30  
Declo, Idaho 83323

LAVONIA SULLIVAN  
336 South 19th Avenue  
Pocatello, Idaho 83201

Section 3. The meeting of the Board of Directors may be held at the principal office of the corporation in this State, or at such other place or places within or without this State, for the transaction of any business of the corporation as the Directors may by resolution provide. A majority of the Board of Directors shall constitute a quorum, and the act of the majority of the Directors shall be the act of the Board. At least one member of the Board of Directors shall be a resident of the State of Idaho.

Section 4. No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are Directors or officers of such other corporation; any Director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any Director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting or the Board of Directors of the company which shall authorize such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation and not so interested.

## INCORPORATORS

**One Share**

**One Share**

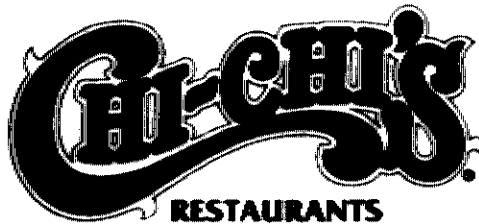
**One Share**

## AMENDMENTS

  
JOHN STOKES

JOHN STOKES  
*Penda Clark*  
CLARK

Lavonna Sullivan  
LAVONNA SULLIVAN



Chi-Chi's, Inc.  
Plainview Triad East  
10200 Linn Station Road  
P.O. Box 32338  
Louisville, Ky. 40232-2338  
502 / 426-3900

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November 24, 1987

AIRBORNE

Secretary of State  
203 State House Building  
Room 203  
Boise, ID 83720  
ATTN: Sally

Gentlemen:

Please accept this letter as confirmation that Norm R. Slaymaker executed and entered into a Franchise Agreement as of June 24, 1983 with Chi-Chi's, Inc., which included the franchise territory of Idaho.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Richard A. Sanks", is written over a horizontal line.

Richard A. Sanks  
Senior Vice President  
and General Counsel

RAS/lis

cc: Norm R. Slaymaker  
Ned Lidvall

W. JOE ANDERSON  
EDWARD W. PIKE  
EUGENE L. BUSH (1928-1986)  
DOUGLAS R. NELSON  
GREGORY S. ANDERSON  
DALE W. STORER  
BLAKE G. HALL  
DONA ADAMS PIKE  
MARK D. OLSEN  
JOSEPH C. BURGESS  
SCOTT R. HALL  
MARGARET B. HINMAN

LAW OFFICES OF  
ANDERSON, PIKE & BUSH

P. O. BOX 430  
IDAHO FALLS, IDAHO 83402-0430  
(208) 522-3001

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OF COUNSEL:  
JOHN M. SHARP  
ARTHUR L. SMITH

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OFFICES  
900 MEMORIAL DRIVE  
AND  
370 "B" STREET

November 25, 1987

Secretary of State  
Room 203, Statehouse  
Boise, Idaho 83720

Attention: Sally

Re: Chi-Chi's of Idaho Falls, Inc.

Dear Sally:

This letter confirms my conversation with your office this date that upon my own personal knowledge and belief, Chi-Chi's Franchise Operations Corporation is a wholly owned and operated subsidiary of Chi-Chi, Inc., with principal offices in Louisville, Kentucky.


This letter also confirms my personal knowledge that Norman Slaymaker, who holds the franchise of Chi-Chi's for Idaho, is a principal in Chi-Chi's of Idaho Falls, Inc. and is the person through whom our office is working for the purpose of incorporating Chi-Chi's of Idaho Falls, Inc.

This letter is given with the understanding that the Articles of Incorporation for Chi-Chi's of Idaho Falls, Inc. can be immediately issued and sent to us by expedited mail. We are enclosing a \$10.00 check to cover the costs of expedited mailing so that we can be in receipt of the Certificate by Monday, November 30.

Thank you very much for your cooperation in this matter.

Very truly yours,

ANDERSON, PIKE & BUSH

  
Douglas R. Nelson

DRN/ap

A398/DRNC