



CERTIFICATE OF INCORPORATION
OF

TEARLI CORPORATION

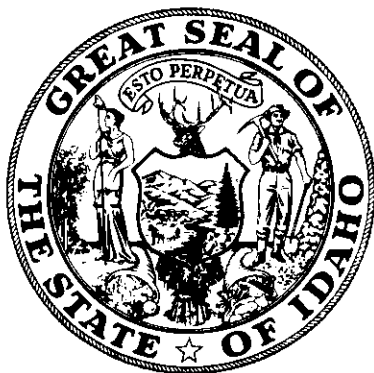
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

TEARLI 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 August 3, 19 30.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

TEARIM CORPORATION

AUG 8 2 46 PM '80

SECRETARY OF STATE

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation as required under Title 30 of the Idaho Code, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is TEARIM Corporation.

SECOND: The period of its duration is perpetual or until otherwise dissolved according to law.

THIRD: The purpose or purposes for which the corporation is organized are:

(a) To own, maintain and operate restaurants and cocktail lounges.

(b) To do any and all things which a corporation may legally do not inconsistent herewith even though not specifically mentioned herein as the Board of Directors of said corporation may determine from time to time.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 50,000 shares at \$1.00 par value.

FIFTH: The corporation will not commence business until consideration of the value of at least \$1,000.00 has been received for the issuance of shares.

SIXTH: Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are: None.

SEVENTH: The address of its initial registered office is The Thoroughbred, Karcher Mall, Nampa, Idaho 83651, and the name of its initial registered agent at such address is James R. Barto.

EIGHTH: The number of directors constituting the initial Board of Directors of the corporation is six (6) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Otis Lester	6222 Duck Lane Nampa, Idaho 83651
Patricia L. Lester	6222 Duck Lane Nampa, Idaho 83651
Arthur C. Bross	1030 E. Pelar Drive Boise, Idaho 83702
Kathleen L. Bross	1030 E. Pelar Drive Boise, Idaho 83702
James R. Barto	1308 Chase Boise, Idaho 83709
Martha H. Barto	1308 Chase Boise, Idaho 83709

NINTH: The name, address and number of subscribed shares of each incorporator is:

		<u>Subscribed Shares</u>
Otis Lester	6222 Duck Lane Nampa, Idaho 83651	6,697½
Patricia L. Lester	6222 Duck Lane Nampa, Idaho 83651	6,697½
Arthur C. Bross	1030 E. Pelar Drive Boise, Idaho 83702	4,275
Kathleen L. Bross	1030 E. Pelar Drive Boise, Idaho 83702	4,275
James R. Barto	1308 Chase Boise, Idaho 83709	3,277½
Martha H. Barto	1308 Chase Boise, Idaho 83709	3,277½

Otis Lester
Otis Lester

Patricia L. Lester
Patricia L. Lester

Arthur C. Bross
Arthur C. Bross

Kathleen L. Bross
Kathleen L. Bross

James R. Barto
James R. Barto

Martha H. Barto
Martha H. Barto

STATE OF IDAHO ()
COUNTY OF ADA) S.S.

I, Christine B. Coxe, a notary public, hereby certify that on the 8th day of August, 1980, personally appeared before me Otis Lester, Patricia L. Lester, Arthur C. Bross, Kathleen L. Bross, James R. Barto and Martha H. Barto who being by me first duly sworn severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF I have hereunto set my hand and seal this 8th day of August, 1980.

Christine B. Coxe
Notary Public
Residing at Boise, Idaho