

**CERTIFICATE OF INCORPORATION  
OF**

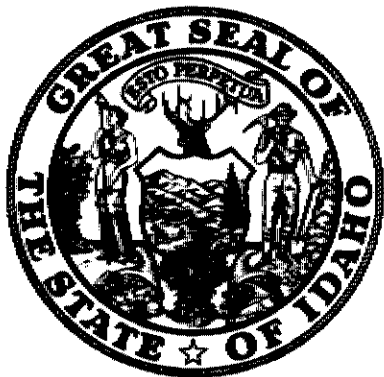
**SHEDAKI CORP.**

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:

December 19, 1988



*Pete T. Cenarrusa*

SECRETARY OF STATE

by:

*Cheryl H. H. H.*

ARTICLES OF INCORPORATION

OF  
SHEDAKI CORP.

KNOW ALL MEN BY THESE PRESENTS:

REC'D  
SEC. STATE

88 DEC 19 AM 9 17

That we, the undersigned, being natural persons of full age and being citizens of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporations Act of the State of Idaho, do hereby certify as follows:

I.

That the name of the Corporation is;

SHEDAKI CORP.

II.

Section I: The purposes and objectives of the Corporation are to operate and manage Wrangler Roast Beef and related supporting activities, including but not limited to the following:

(A) To carry on activities necessary for the promotion of the said business.

(B) To negotiate for and to enter into all types of contracts with individuals, partnerships, other corporations, or as otherwise necessary and proper to conduct its business.

(C) To borrow money and to contract debts, when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges, or for any other lawful purpose of this corporation.

(D) To carry on any and all types of business and ventures as may be lawful under the laws of the State of Idaho.

### III.

The Corporation is to have perpetual existence.

### IV

The location and Post Office address of the registered office of the Corporation is 696 Yellowstone, Pocatello, Idaho, 83201. but it may also carry on its business elsewhere in the State of Idaho. The initial registered agent is Sheila A. Taylor, 696 Yellowstone, Pocatello, Idaho, 83201.

### V

The total authorized shares of the stock is ONE THOUSAND SHARES of common stock with no par value.

### VI

The total number of shares subscribed to is 1000 shares. The names and post office addresses of the incorporators and the number of shares subscribed by each is as follows:

NAME	ADDRESS	SHARES
SHEILA A. TAYLOR	1744 Monte Vista, Pocatello, Ida, 83201	994
SAMUEL D. TAYLOR	5085 Mohogany, Pocatello, Idaho, 83201	1
CASEY L. TAYLOR	760 W. Alameda #6, Pocatello, Ida, 83201	1
ROBERT SANDERS	1565 Emerald Lane, Pocatello, Ida, 83201	1

The original incorporators shall have the rights of preemption in the purchase of any shares.

Other stockholders of the Corporation are:

NAME	ADDRESS	STOCK
WENDY TOOMEY	386 Louise, Clarkesville, Tenn 37042	1
DANIEL R. TAYLOR	466N.500W. #4 Logan, Utah, 84321	1
ANNA MARIE TAYLOR	1841 W.Morton Dr. F-10, Salt Lake City Utah, 84116	1

#### VII

The private property of the stockholders of the Corporation shall not be liable for the obligations of the corporation and such stock shall be non-assessable.

#### VIII

##### OFFICERS AND DIRECTORS

(A) Officers; The officers of the Corporation shall consist of the President, Vice-President, and Secretary, and Treasurer, and such other officers, agents and committees the Board of Directors may designate, who shall perform such duties and have such authority as usually pertains to such officers in similar corporations, and as may be permitted by the Board of Directors from time to time; providing, that the same person may hold both the office of a Director and a position as a corporate officer at the same time.

(B) Qualifications of Officers. The qualifications of the officers shall be determined by the Board of Directors, and as set forth in the By-Laws of the Corporation.

(C) Directors of the Corporation. The Corporation shall have the number of Directors as the Board of Directors shall from time to time desire, but not less than three (3). The names and addresses of the initial board of directors that will serve untill the first annual meeting of the stockholders are:

SHEILA A. TAYLOR	1744 Monte Vista, Pocatello, Ida, 83201
SAMUEL D. TAYLOR	5085 Mohogany, Pocatello, Ida, 83201
CASEY L. TAYLOR	760 W. Alameda #6, Pocatello, Ida, 83201
ROBERT SANDERS	1565 Emerald Lane, Pocatello, Ida, 83201

(D) Election of Directors. Directors shall be elected by ballot of the common stock at the annual meeting of the stockholders and the persons receiving the highest number of votes shall be declared to be elected. Within fifteen (15) days after an election, the Directors shall meet together and elect the officers.

(E) Resignation of Directors. Any Director may resign by filing his written resignation with the Secretary of the Corporation or in the case of the resignation of the Secretary, with the President and upon acceptance thereof by the Board of Directors, the resignation shall become effective. In case of the Board of Directors shall neglect to act upon a submitted resignation with fourteen (14) days after its receipt, the resignation shall become effective and the office deemed vacant.

(F) Removal of Directors. Any Director of the Corporation may be removed at any time in the manner provided by the laws of the State of Idaho for the removal of Directors, or by a vote of the majority of the outstanding common stock of the corporation at any meeting of the common stockholders called for that purpose. A majority of the Directors may adopt by-laws for the corporation and may amend and repeal the same from time to time as the Directors may deem necessary and proper.

IN WITNESS WHEREOF, we have hereunto set our hands and seals  
this 15<sup>th</sup> day of December, 1988.

Sheila A. Taylor  
SHEILA A. TAYLOR

Samuel D. Taylor  
SAMUEL D. TAYLOR

Casey L. Taylor  
CASEY L. TAYLOR

Robert Sanders  
ROBERT SANDERS

STATE OF IDAHO        }  
County of Bannock    } ss

On this 15<sup>th</sup> day of December, 1988, before me, the under-  
signed, personally appeared SHEILA A. TAYLOR, SAMUEL D. TAYLOR, CASEY L.  
TAYLOR, AND ROBERT SANDERS, the above named subscribers, known to me  
to be the persons whose names are subscribed to the within instrument  
and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this  
15<sup>th</sup> day of December, 1988.

Sharon Taylor  
NOTARY PUBLIC FOR IDAHO  
Residing at Pocatello, Idaho  
Commission Expires 3-12-92