

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

BEST CHICKEN, 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: July 25, 1985



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

RECEIVED
SEC. OF STATE

ARTICLES OF INCORPORATION

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OF

BEST CHICKEN, INC.

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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, as set forth in Title 30, Idaho Code, Volume 5B, do hereby certify as follows:

I.

The name of the Corporation is BEST CHICKEN, INC.

II.

The nature of the business and the objects and purposes for which said corporation is formed are:

(1) To erect, construct, establish, purchase, lease, and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell, and otherwise dispose of, restaurants, inns, cafes, cafeterias, buffets, diners, delicatessens, kitchens, banquet halls, catering establishments, concessions, and other eating and drinking places and establishments of every kind and description, and generally to conduct the business of restaurateurs, caterers, innkeepers, cooks, concessionaires, and purveyors, suppliers, preparers, servers, and dispensers of food and drink; and to engage in all activities, to

render all services, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto, or of use therein.

To manufacturer, produce, treat, purchase, and otherwise acquire, cook, bake, and otherwise prepare, can, bottle, and otherwise package, and exchange, distribute, sell, and deal and trade in and with food, and food products of every kind and description, wines, liquors, ale, beer, sodas, and other drinks and beverages of every kind and description.

(2) To engage in the transaction of any or all lawful business for which corporations may be incorporated under this act, Title 30, Idaho Code, Volume 5B.

III.

This Corporation shall have all the power, authority and capacity set forth in the Idaho Business Corporation Act as now enacted or hereafter amended, including but not limited to the following:

1. To sue and be sued, complain and defend, in its corporate name.
2. To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

3. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real and personal property, or any interest therein, wherever situate.

4. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or part of its property and assets.

5. To lend money and use its credit to assist its employees.

6. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

7. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

8. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

9. To conduct its business, carry on its operations and have offices and exercise the powers granted by the Act, within or without this state.

10. To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

11. To make and alter bylaws, not inconsistent with its articles or incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

12. To pay pensions and establish pension plans, pension trust, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

13. To be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust or other enterprise.

14. To have and exercise all powers necessary or convenient to effect its purposes.

IV.

The Corporation shall have perpetual existence unless sooner terminated.

V.

The location and post office address of the initial registered office of the corporation is located at 5697 Moses, in the City of Chubbuck, County of Bannock, State of Idaho, or at such other place as the Board of Directors shall designate, and RICHARD R. WITZKE, 5697 Moses, Chubbuck, Idaho, shall serve as the initial registered agent of the Corporation.

VI.

The capital stock of the Corporation shall be \$5,000.00, comprised of 5,000 shares of common stock of the par value of \$1.00 per share. Any non-issued shares herein authorized may be issued from time to time by the corporation in such manner, determined from time to time by the Board of Directors; shareholders shall have pre-emptive rights.

VII.

Each outstanding share of stock shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders.

VIII.

The Board of Directors of the corporation shall consist of one (1) or more members, unless otherwise modified from time to time by the bylaws of the Corporation. All directors shall be elected annually in accordance with the provisions of the Idaho Code 30-1-36. There shall be no classification of directors or staggering of their terms.

IX.

The names and post office addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Richard R. Witzke	5697 Moses Chubbuck, Idaho 83202
Celina Witzke	5697 Moses Chubbuck, Idaho 83202
Brice E. Samuelson, Jr.	4182 Chert Lane Chubbuck, Idaho 83202
Marilyn Samuelson	4182 Chert Lane Chubbuck, Idaho 83202

X.

The names and post office addresses of the members of the initial Board of Directors of the Corporation, who shall serve until the first meeting of shareholders or until their successors have been duly elected and qualified are as follows:

Richard R. Witzke	5697 Moses Chubbuck, Idaho 83202
Celina Witzke	5697 Moses Chubbuck, Idaho 83202
Brice E. Samuelson, Jr.	4182 Chert Lane Chubbuck, Idaho 83202
Marilyn Samuelson	4182 Chert Lane Chubbuck, Idaho 83202

IN WITNESS WHEREOF, I have hereunto set my hand this 22
day of July, 1985.

Richard R. Witzke
Richard R. Witzke

Celina Witzke
Celina Witzke

Brice E. Samuelson, Jr.
Brice E. Samuelson, Jr.

Marilyn Samuelson
Marilyn Samuelson

STATE OF IDAHO)
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County of Bannock)

On this 22nd day of July, 1985, before me the under-signed Notary Public, personally appeared RICHARD R. WITZKE, 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 hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Notary Public for Idaho
Residing at Pocatello, Idaho

STATE OF IDAHO)
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County of Bannock)

On this 22nd day of July, 1985, before me the under-signed Notary Public, personally appeared CELINA WITZKE, 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 hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Notary Public for Idaho
Residing at Pocatello, Idaho

STATE OF IDAHO)
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County of Bannock)

On this 22nd day of July, 1985, before me the under-signed Notary Public, personally appeared BRICE E. SAMUELSON, JR., 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 hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

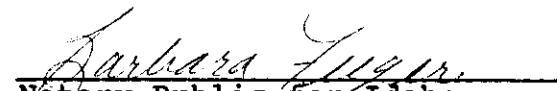


Notary Public for Idaho
Residing at Pocatello, Idaho

STATE OF IDAHO)
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County of Bannock)

On this 22nd day of July, 1985, before me the under-signed Notary Public, personally appeared MARILYN SAMUELSON, 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 hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Notary Public for Idaho
Residing at Pocatello, Idaho