



Department of State.

CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

WHITMAN HOTEL LOUNGE INC.

was filed in the office of the Secretary of State on the **eighth** day
of **January** A.D. One Thousand Nine Hundred **Fifty-eight** and
duly recorded on Film No. **101** of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
perpetual existence from the date hereof, with its registered office in this State located at

Pocatello in the County of **Bannock**

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this **8th** day of **January**,
A.D., 19 **58**.

Secretary of State.

IN THE OFFICE OF THE SECRETARY OF STATE OF THE STATE OF IDAHO

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In the Matter of the)
Incorporation of)
WHITMAN HOTEL LOUNGE INC.) ARTICLES OF INCORPORATION

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KNOW ALL MEN BY THESE PRESENTS, That we the undersigned persons, at least two-thirds of whom are citizens of the United States of America, and residents of the State of Idaho, do associate ourselves together for the purpose of forming a general business corporation under Title 30, Chapter I of the Idaho Code, and do hereby declare as follows:

NAME OF CORPORATION The name of this corporation
shall be "Whitman Hotel Lounge Inc."

DURATION The duration of this corporation shall be perpetual, but nothing herein contained shall prevent the sooner winding up of the business and affairs of this corporation.

LOCATION AND POST OFFICE The location and post office
ADDRESS address of the registered office
of this corporation in the State of Idaho shall be Pocatello,
Idaho, with its principle place of business and principle office
in the Hotel Whitman at Pocatello, Idaho.

PURPOSES OF CORPORATION The purposes of this corporation shall be specifically to engage in the business of operating a retail beer and liquor business under retail beer and liquor license from the State of Idaho, County of Bannock, and City of Pocatello, Idaho, but shall generally have the powers to engage in any kind of retail or wholesale business of any kinds of commodities whatsoever as may from time to time be lawful and be

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permitted under the laws and statutes of the State of Idaho, and in carrying on its objects and purposes this corporation shall have the power to buy and sell real and personal property, to enter into lease contracts, to acquire the use, possession and occupancy of rental space and equipment, to borrow money, to pledge its assets for repayment of such borrowed money, and to generally engage and to do anything that any natural person could do, subject only to the limitations imposed upon corporate activity by the laws and statutes of the State of Idaho.

CLASSES OF SHARES

The classes of shares of this

corporation shall be limited on one class only, to be known as "Common Shares", each of which said shares shall have equal voting power, preferences, and restrictions granted upon each other share. The capitalization of this corporation shall be Five Thousand and No/100 (\$5,000.00) Dollars, divided into five thousand (5,000) shares, each having a par value of One and No/100 (\$1.00) Dollar.

NAMES AND POST OFFICE
ADDRESSES OF INCORPORATORS

The names and post office address

of each of the incorporators, and

a statement of the number of shares subscribed by each, and the class of shares for which each subscribed is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Robert Carlyle	Whitmen Hotel, Pocatello, Idaho	1 share
Josephine Carlyle	Whitman Hotel, Pocatello, Idaho	1 share
Byard Conrad	Idaho Falls, Idaho	1 share

OFFICERS

The business of this corporation shall be vested in a Board of not less than three (3) directors who shall be elected from the stockholders at the annual meeting of the corporation to be held on the 1st day of December of each year unless the said 1st day of December of any year falls on a Sunday or legal holiday, in which case, the annual election shall be on

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the next legal day. The officers and directors need not be stockholders.

Until such time as the first annual meeting of the stockholders, the members of the Board of Directors and officers shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert Carlyle	Pocatello, Idaho
Josephine Carlyle	Pocatello, Idaho
Byard Conrad	Idaho Falls, Idaho

Annually, following the election of the Board of Directors said Board shall select officers of said corporation, which such officers shall include a President, Vice-President, and Secretary-Treasurer. Officers so selected shall serve until their successor is appointed and any vacancy occurring between elections shall be filled by the Board of Directors. Until such time as the first annual meeting of the Board of Directors is held on December 1, 1956, the officers of this corporation shall be as follows:

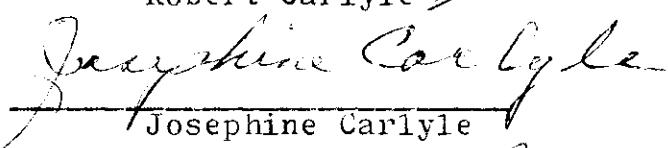
<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Robert Carlyle	Pocatello, Idaho	President
Byard Conrad	Idaho Falls, Idaho	Vice-President
Josephine Carlyle	Pocatello, Idaho	Secretary-Treasurer

Officers and directors of this corporation need not necessarily be stockholders.

IN WITNESS WHEREOF, We have hereunto set our hands and caused these Articles of Incorporation to be executed this 28th day of December, 1955.



Robert Carlyle



Josephine Carlyle



Byard Conrad

STATE OF IDAHO)
) ss.
County of Ada)

ROBERT CARLYLE, JOSEPHINE CARLYLE, and BYARD CONRAD, each being separately sworn upon oath, depose and say:

That they and each of them have read the above and foregoing Articles of Incorporation of WHITMAN HOTEL LOUNGE, that they know the contents thereof, and that the statement of facts therein are true. Further, they and each of them acknowledged to me that they executed the above and foregoing Articles of Incorporation as their own free act and deed, for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official notarial seal this 6th day of January, 1958.

Vernon K. Smith

Notary Public for Idaho
Residing at Boise, Idaho