



CERTIFICATE OF INCORPORATION
OF

CAPONES, 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: April 1, 1986



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

CAPONES, INC.

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I, the undersigned natural person of the age of 18 years or more, acting as incorporator of a corporation under the Idaho General Business Corporations Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be CAPONES, INC.

ARTICLE II

The corporation shall exist perpetually, unless sooner dissolved or disincorporated according to law.

ARTICLE III

The purpose or purposes for which the corporation is organized shall be to own and operate the restaurant and bar known as Capones, Inc., in order to sell food and beverage to the public and to engage in any lawful act or activity for which corporations may be organized in the State of Idaho.

ARTICLE IV

At least three Directors shall constitute a quorum for the transaction of business.

ARTICLE V

The corporation shall have authority to issue a total of one thousand (1,000) shares of capital stock all of which shares shall be of one class at \$1.00 per value and shall be designated as Common Stock.

ARTICLE VI

The address of the initial registered office of the corporation is 591 East Avenue North, P. O. Box 4800, Ketchum, Idaho 83340, and the name of its initial registered agent at such address is William P. Rogers.

ARTICLE VII

The number of directors of the corporation shall be three and may be increased or decreased as provided in its By-laws.

ARTICLE VIII

The names and addresses of the persons who will serve on the initial Board of Directors until the first annual meeting of stockholders or until successors are elected and shall qualify are as follows:

- (1) William P. Rogers
P. O. Box 3717
Ketchum, Idaho 83340
- (2) Kimberly N. Rogers
P. O. Box 3717
Ketchum, Idaho 83340
- (3) Kerri L. Rogers
P. O. Box 3717
Ketchum, Idaho 83340

ARTICLE IX

The corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the laws of the State of Idaho including without limitation the power:

(a) To hold meetings, to have one or more offices, and to keep the books of the corporation, except as otherwise expressly provided by law, at such places, whether within or without the State of Idaho, as may from time to time be designated by the Board.

(b) To make, alter, and repeal Bylaws of the corporation, subject to the reserved power of the stockholders to make, alter, and repeal Bylaws.

(c) To determine whether and to what extent and what times and places and under what conditions and regulations the accounts and books of the corporation, or any of them shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, record, book, or document of the corporation, except as conferred by the laws of the State of Idaho or as authorized by the Board.

(d) To declare and pay dividends upon the shares of capital stock of the corporation either out of net assets in excess of capital or, in case there shall be no such excess, out of the net profits for the fiscal year then current or the preceding fiscal year, and to direct the use and disposition of such net assets in excess of capital and of such net profits, all in accordance with the provisions of the laws of the State

of Idaho.

(e) To fix and determine from time to time an amount to be set apart out of any of the funds of the corporation available for dividends a reserve or reserves for working capital or any other proper purpose or to abolish any such reserve or reserves.

(f) To make any lawful disposition of any paid-in or capital surplus, or create any reserves out of the same, or charge to the same organization expenses or other similar expenses properly chargeable to capital account.

(g) To use or apply any funds of the corporation lawfully available therefor for the purchase or acquisition of shares of the capital stock or bonds or other securities of the corporation, in the market or otherwise, at such price as may be fixed by the Board, and to such extent and in such manner and for such purposes and upon such terms as the Board may deem expedient and as may be permitted by law.

(h) From time to time in such manner and upon such terms and conditions as may be determined by the Board, to provide and carry out and recall, abolish, revise, alter, or change, one or more plan or plans for:

(1) the issue or the purchase and sale of its capital stock or granting of options therefore to any or all employees, officers, or directors of the corporation or of any subsidiaries, and the payment of such stock in installments or at one time, with or without the right to vote thereon pending payment there-

for in full, and for aiding any such persons in paying for such stock by contribution, compensation for services, or otherwise;

(2) the participation by any or all of the employees, officers, or directors of the corporation or of any subsidiaries in the profits of the corporation or of any branch, division, or subsidiary thereof, as part of the corporation's legitimate expenses; and

(3) the furnishing to any or all of the employees, officers, or directors of the corporation or of any subsidiaries, at the expense, wholly or in part, of the corporation, of insurance against accident, sickness, or death, pensions during old age, disability, or unemployment, or retirement benefits.

(i) From time to time to authorize and issue obligations of the corporation, secured or unsecured, to include therein such covenants and restrictions and such provisions as to redeemability, subordination, convertibility or otherwise, and with such maturities, as the Board in its sole discretion may determine, and to authorize the mortgaging of, granting a security interest in, or pledging of, as security therefor, any part or all of the property of the corporation, real or personal, including after-acquired property.

ARTICLE X

IN WITNESS WHEREOF the undersigned, being the incorporator hereinbefore named, does hereby make this certificate for the purpose of forming a corporation pursuant to the General

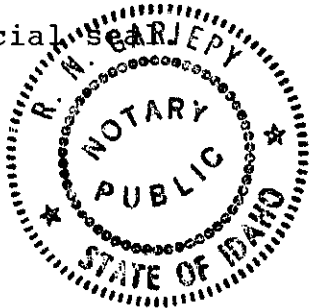
Business Corporation's Law of the State of Idaho, and does hereby certify that the facts hereinbefore set forth are true and correct and have accordingly hereunto set my hand and seal this 28th day of March, 1986.


William P. Rogers

STATE OF IDAHO)
) ss.
County of Blaine)

On this 28 day of March, 1986, before me the undersigned Notary Public, personally appeared WILLIAM P. ROGERS, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same for the purpose contained therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.




Notary Public for Idaho
Residing at Ketchum