

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

CHICKEN BOOST, INC.

was filed in the office of the Secretary of State on the **Twenty-Fourth** day of **November** A.D. One Thousand Nine Hundred **Sixty-five** and ~~will be~~ / duly recorded on ~~Film No.~~ **microfilm** 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 **Lewiston** in the County of **Boise**.

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 **24th** day of **November**, A.D., **1965**

Secretary of State.

ARTICLES OF INCORPORATION
OF
CHICKEN ROOST, INC.

We, the undersigned, all of whom are of full age and citizens of the United States of America, do hereby voluntarily associate ourselves for the purpose of forming a private corporation under the laws of the State of Idaho, and we hereby set forth, declare, certify and adopt the following Articles of Incorporation.

ARTICLE I.

The name of the corporation is CHICKEN ROOST, INC.

ARTICLE II.

The purposes specified herein shall be construed both as purposes and as powers and shall be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this or any other Article, but the purpose and powers specified in each of the clauses herein shall be regarded as independent purposes and powers and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation, nor shall the expression of one thing be deemed to exclude another although it be of like nature not expressed, now, therefore, the object, business and purposes of this corporation shall be as follows, to-wit:

To conduct for a profit and to engage in the on-sale dispensing of alcoholic beverages, beer and food, operating as a bar, restaurant, cabaret, and night club; to sell and dispense foods, beverages and liquids of all kinds and to do any and all things necessary to and pertaining to said business, anywhere in the United States, and particularly in the State of Idaho.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or thing incidental or appurtenant to or growing out of or connected with the aforesaid

objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized, and to use and apply surplus earnings or cumulative profits to the purchase or acquisition of its own capital stock, from time to time and to such extent and in such manner and upon such terms as its board of directors shall determine.

To have one or more offices and places of business in and out of the State of Idaho, and to acquire, receive, hold, purchase, lease, mortgage, dispose of, and convey real and personal property situate in or out of the State of Idaho.

To enter into contracts or obligations of any kind or type essential, necessary or proper to the transaction and conduct of its ordinary affairs for the purpose of the corporation; to contract and hire labor necessary or convenient to the conducting and operation of said business, and to do any and all things regularly, necessarily, properly or incidentally done in the conduct of said business, and to have all the power to generally engage in, do and perform any enterprise, act or cocation that a natural person might or could do or perform, connected with the general overall objects and purposes for which this corporation is formed.

ARTICLE III.

The duration of the corporation is perpetual existence.

ARTICLE IV.

The location and address of the registered office and place of business of the corporation will be near the North City Limits of the City of Lewiston, County of Nez Perce, State of Idaho, adjacent to or near U. S. Highway No. 95, the post office address of the corporation being Post Office Box 576, Lewiston, Idaho.

ARTICLE V.

The total authorized number of par value shares is Ten Thousand (10,000) with a par value of Ten Dollars (\$10.00) per share. The aggregate par value of the total authorized number of par value shares is One Hundred Thousand Dollars (\$100,000.00).

ARTICLE VI.

The stock of the corporation consists of Ten Thousand (10,000) shares of common stock, all of the same class, with a par value of Ten Dollars (\$10.00) per share. At all meetings

of the stockholders and at all elections of the directors every stockholder of record shall be entitled to one vote for each share of stock standing in his name on the books of the corporation.

ARTICLE VII.

The names and post office addresses of each of the incorporators, and the number of shares for which each subscribes are as follows:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>	<u>Aggregate Par Value</u>
Douglas W. Elliott	P. O. Box 576 Lewiston, Idaho	1,500	\$15,000.00
Raymond Howard	420 Linden Drive Lewiston, Idaho	1,500	\$15,000.00
Everett L. Crocker	1102 - 9th Street Lewiston, Idaho	1	10.00

ARTICLE VIII.

Only stockholders shall be eligible and qualify for the Board of Directors.

ARTICLE IX.

The holders of stock of this corporation shall not be held individually responsible as such stockholders for any debts, contracts, liabilities or engagements of the corporation, and shall not be liable for assessments to restore impairments to the capital of the corporation, and the stock shall not be liable to assessment for any purpose.

IN WITNESS WHEREOF, we, the undersigned, being each of the original subscribers to the capital stock hereinbefore named, and being all of the incorporators hereinabove named, for the purpose of forming a corporation to do business within and without the State of Idaho, and in pursuance of the Business Corporation Act of the State of Idaho, being Chapter 1 of Title 30 of the Idaho Code, and the acts amendatory thereof and supplemental thereto, do make and file these articles, hereby declaring and certifying that the facts hereinabove stated are true, and do respectively

agree to take the number of shares of stock hereinabove set forth, and accordingly have hereunto set our hands and seals this 22nd day of November, 1965.

Douglas W. Elliott
Raymond Howard
Everett L. Crocker

STATE OF IDAHO }
County of Nez Perce } ss.

On this 22nd day of November, 1965, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared DOUGLAS W. ELLIOTT, RAYMOND HOWARD, and EVERETT L. CROCKER, 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 affixed my official seal the day and year in this certificate first above written.

Frank B. Burt
Notary Public in and for the State of
Idaho, residing at Lewiston, therein.

(SEAL)