



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

PIZZA MILL CORPORATION

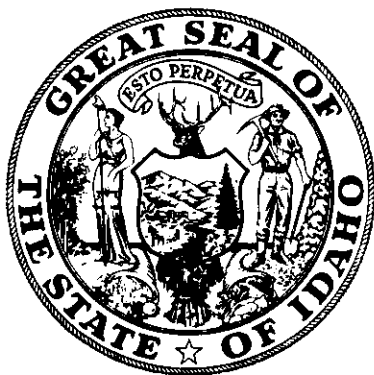
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

PIZZA MILL 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 28, 19 80.



*Pete T. Cenarrusa*

SECRETARY OF STATE

Corporation Clerk

TO ALL 41 B. 1 37

ARTICLES OF INCORPORATION

OF

PIZZA MILL CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of legal age, and at least two-thirds of them being citizens of the United States, in order to form a corporation for the purposes herein-after stated pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

FIRST:

The name of the corporation is Pizza Mill Corporation.

SECOND:

The purpose or purposes for which said corporation is formed are: restaurant operation and all related business activities and the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

THIRD:

The location and post office address of the registered office of the corporation is 629 Bryden, Lewiston, Nez Perce County, Idaho, and the registered agent is Theodore O. Creason.

FOURTH:

The total authorized number of shares is 2,000 shares with no par value.

ARTICLES OF INCORPORATION

FIFTH:

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

James M. Self 12420 East Mansfield, No. 4 Spokane, Washington 99216	500
Fred C. Henn P.O. Box 1793 Coeur d'Alene, Idaho 83814	250
Buford C. Neal 1227 13th Street Clarkston, Washington 99403	130
Gary Neal 1014 Lambert Ct. Clarkston, Washington 99403	60
Richard Kinne 3425 4th Street D Lewiston, Idaho 83501	60

SIXTH:

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

SEVENTH:

The board of directors shall consist of four directors, James M. Self, Fred C. Henn, Buford C. Neal and Gary Neal, whose addresses are set forth in paragraph Fifth above, or such other number as shall be established by the Bylaws of the corporation. Any vacancies occurring in the office of any director, however occasioned, may be filled by the remaining members of said board. On failure of the board to elect, a special meeting of the stockholders shall be called to fill the vacancy.

ARTICLES OF INCORPORATION

EIGHTH:

The existence of this corporation is to be perpetual.

NINTH:

The directors shall have the power to make and to alter or amend the Bylaws, to fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens without limit as to the amount upon the property and franchise of this corporation.

TENTH:


This corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which


ARTICLES OF INCORPORATION

those indemnified may be entitled, under any bylaw, agreement, vote of stockholders, or otherwise.

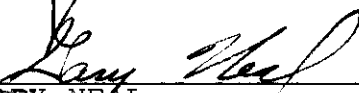
We, the undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, do make, file and record this certificate and do hereby certify that the facts herein stated are true; and we have accordingly hereunto set our respective hands and seals.

DATED at Lewiston, Idaho this 16<sup>th</sup> day of April, 1980.

  
JAMES M. SELF

  
FRED C. HENN

  
RUFORD C. NEAL

  
GARY NEAL

  
RICHARD KINNE


ARTICLES OF INCORPORATION

STATE OF IDAHO            )  
                                  : ss  
County of Nez Perce    )

BE IT REMEMBERED that on this 16<sup>th</sup> day of April,  
1980, personally appeared before me JAMES M. SELF, FRED C. HENN,  
BUFORD C. NEAL, GARY NEAL and RICHARD KINNE, parties to the  
foregoing certificate of incorporation, known to me personally to  
be such, and I have first made known to them, and each of them,  
the contents of said certificate, and they did each severally  
acknowledge that they signed, sealed and delivered the same as  
their voluntary act and deed, and each deposes that the facts  
therein stated were truly set forth.

Given under my hand and seal of office the day and year  
hereinabove first written.

(Seal)

  
\_\_\_\_\_  
NOTARY PUBLIC in and said State,  
Residing at Lewiston, therein.

ARTICLES OF INCORPORATION