



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

MARSHALL'S FAMILY RESTAURANT OF NAMPA, 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 _____

MARSHALL'S FAMILY RESTAURANT OF NAMPA, INC.,

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 January 21, 19 60.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

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JUN 21 12 25 PM '80
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
MARSHALL'S FAMILY RESTAURANT OF NAMPA, Inc.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and the Acts amendatory thereof and supplemental thereto, hereby certify as follows:

FIRST

The name of the corporation is MARSHALL'S FAMILY RESTAURANT OF NAMPA, Inc. as per Certificate

SECOND

The purposes and objects for which the corporation is formed are:

(a) To engage in the dispensing and sale of beverages and food, operating as a restaurant, and generally to purchase or otherwise acquire restaurants, and to own, hold, lease, rent or sell such business or businesses;

(b) To purchase for investment or resale, and to deal in, land and other property of any tenure and any interest therein, and to create, sell, or deal in, any freehold, leasehold, ground rents, and to make advances upon the securing of land, houses and other property, or any interest therein, and to generally deal in, by way of sale, lease, exchange, or otherwise, land and house property, and any other property, whether real or personal;

(c) To make any improvements upon any real property, including, but not limited to, the subdivision thereof, the installation of water systems, sewer systems, the building

1 of structures for rent or sale or lease, the general improv-
2 ing of sites, the building of roads, fences, and any and all
3 other improvements deemed advisable by the Board of Directors
4 of the corporation;

5 (d) To buy, sell, acquire, hold, own, dispose of, con-
6 vey, mortgage, pledge, lease, assign, transfer, trade and
7 deal in and with all kinds of personal property, franchises,
8 privileges, rights, goods, wares and merchandise of every
9 kind, nature and description;

10 (e) To buy, sell, convey, lease, let, mortgage, exchange,
11 or otherwise acquire and dispose of lands, lots, houses,
12 buildings and real property, hereditaments, and appurtenances
13 of all kinds of wheresoever situated, and of any interest
14 and rights therein, to the same extent as natural persons
15 might or could do and without limit as to amount;

16 (f) To acquire by purchase, subscription, or otherwise,
17 and to own, hold, sell, negotiate, assign, deal in, exchange,
18 transfer, mortgage, pledge, or otherwise dispose of, any
19 shares of capital stock, scrip, bonds, mortgages, securities,
20 or evidences of indebtedness, issued or created by any other
21 corporation, joint stock company or association, public or
22 private, or by whomsoever issued, and while the holder or
23 owner thereof to possess and exercise in respect thereof any
24 and all rights, powers and privileges of ownership, including
25 the right to vote thereon;

26 (g) To make, perform and carry out contracts of every
27 kind and description made for any lawful purpose, without
28 limit as to amount, with any person, firm, association or
29 corporation, either public or private, or with any territory
30 or government, or any agency thereof;

31 (h) To borrow money, to draw, make, accept, endorse,
32 transfer, assign, execute and issue bonds, debentures,

1 promissory notes, and other evidences of indebtedness, and
2 for the purpose of securing any of its obligations or contracts
3 to convey, transfer, assign, deliver, mortgage and/or pledge
4 all or any part of the property or assets, real or personal,
5 at any time owned or held by this corporation, upon such
6 terms and conditions as the Board of Directors shall authorize,
7 and as may be permitted by law;

8 (i) To acquire, hold, sell, reissue or cancel any
9 shares of its own capital stock, provided, however, that
10 this corporation may not use any of its funds or property
11 for the purchase of its own common stock when such use would
12 cause any impairment of the capital of this corporation; and
13 provided further, that the shares of its own capital stock
14 belonging to this corporation shall not be voted directly or
15 indirectly;

16 (j) To purchase or otherwise acquire the whole or any
17 part of the property, assets, business and good will of any
18 other person, firm, corporation or association, and to
19 conduct in any lawful manner the business so acquired, and
20 to exercise all the powers necessary or convenient in and
21 about the conduct, management and carrying on of such business;

22 (k) To organize, promote, incorporate and reorganize
23 subsidiary corporations and joint stock companies and associa-
24 tions for any purpose permitted by law;

25 (l) To have one or more offices to carry on all or any
26 part of its operations and business, and to do all and
27 everything necessary, suitable, convenient or proper for the
28 accomplishment of any of the purposes or the attainment of
29 any one or more of the objects herein named, or which shall
30 at any time appear conducive or expedient for the protection
31 or benefit of the corporation, and which now or hereafter
32 may be authorized by law, and this to the same extent and as

1 fully as natural persons might or could do, as principals,
2 agents, contractors, trustees, or otherwise, and either
3 along or in connection with any person, firm, association,
4 or corporation;

5 (m) To have and to exercise any and all powers and
6 privileges now or hereafter conferred by the laws of the
7 State of Idaho upon corporations formed under the general
8 corporation laws of said state, or under any Act amendatory
9 thereof or supplemental thereto or substituted therefor;

10 The foregoing clauses are to be construed both as
11 objects and powers; and it is hereby expressly provided that
12 enumeration herein of specific objects and powers shall not
13 be held to limit or restrict in any manner the general
14 powers of the corporation; provided, however, that nothing
15 contained herein shall be deemed to authorize or permit the
16 corporation to carry on any business or to exercise any
17 power to do any act which a corporation formed under the Act
18 hereinbefore referred to, or any amendment thereof or supplement
19 thereto, or substitute therefor, may not at the time lawfully
20 carry on or do. It is the intention that the purposes,
21 objects and powers specified in each of the subparagraphs
22 (a) to (m), inclusive, of paragraph Second of these Articles
23 of Incorporation shall, except as otherwise expressly provided,
24 in no wise be limited or restricted by reference to, or
25 inference from, the terms of any other subparagraph, clause
26 or paragraph of these Articles of Incorporation.

27

28 THIRD

29 The corporation is to have perpetual existence.

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31 FOURTH

32 The name of the registered agent and the location and

1 post office address of the registered office of the corporation
2 is Greg Marshall, c/o Village Inn Dinner and Pancake House,
3 1051 Caldwell Boulevard, Nampa, Idaho, 83651.
4

5 FIFTH

6 The amount of capital stock of this corporation shall
7 be and is 50,000 shares of stock of the par value of \$1.00
8 each, making an aggregate stock of \$50,000.00, which stock
9 shall not be issued until fully paid for and once so issued
10 shall be nonassessable.
11

12 SIXTH

13 The names and post office addresses of the incorporator(s)
14 and the number of shares subscribed for by each, are as
15 follows:

16 <u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
17 William C. Donovan, III	15th Floor, Idaho First 18 Plaza, Boise, ID 83702	One

19

20 SEVENTH

21 The private property of the stockholders of the corpora-
22 tion shall not be subject to the payment of corporate debts
23 to any extent whatever, and the shares of the corporation
24 shall not be subject to assessment for the purposes of
25 paying expenses, conducting business, or paying debts of the
26 corporation.
27

28 EIGHTH

29 The numbers of directors of the corporation shall be as
30 specified in the By-Laws, and such number may from time to
31 time be increased or decreased in such manner as may be pre-
32 scribed in the By-Laws, and in accordance with Idaho Code.

1 In case of any increase in the number of directors, the
2 additional directors may be elected by the directors then in
3 office, and the directors so elected shall hold office until
4 the next annual meeting of the stockholders and until their
5 successors are elected and qualified. The initial Board of
6 Directors shall be one (1) in number and their names(s) and
7 address(es) are as follows: Greg Marshall, c/o Village Inn
8 Dinner and Pancake House, 1051 Caldwell Boulevard, Nampa,
9 Idaho, 83651.

10
11 NINTH

12 Stockholders of the corporation shall have pre-emptive
13 and preferential rights of subscription to any shares of
14 stock of the corporation, whether now or hereafter author--
15 ized, or to any obligations convertible into stock of the
16 corporation, or to obligations of the corporation converti-
17 ble into stock. Any stock or obligations issued by the cor-
18 poration shall first be offered to the stockholders of the
19 corporation.

20
21 TENTH

22 A voluntary sale, lease or exchange of all of the pro-
23 perty and assets of the corporation, including its good will
24 and its corporate franchises, may be made by the Board of
25 Directors upon such terms and conditions as it may deem
26 expedient for the best interests of the corporation, but
27 only when such act is authorized by the vote of holders of
28 two-thirds of the voting power of all shareholders.

29
30 ELEVENTH

31 No contract or other transaction between the corporation
32 and any other corporation and no act of the corporation

1 shall in any way be affected or invalidated by the fact that
2 any of the directors of the corporation are pecuniarily, or
3 otherwise interested in, or are directors or officers of,
4 such other corporation, any director individually, or any
5 firm of which any director may be a member, may be a party
6 to, or may be pecuniarily or otherwise interested in, any
7 contract or transaction of the corporation, provided that
8 the fact that he or such firm is so interested shall be
9 disclosed or shall have been known to the Board of Directors
10 or a majority thereof, and any director of the corporation
11 who is also a director or officer of such other corporation,
12 or who is so interested, may be counted in determining the
13 existence of a quorum at any meeting of the Board of Directors
14 of the corporation which shall authorize any such contract
15 or any such transaction with like force and effect as if he
16 were not such director or officer of such other corporation
17 or not so interested.

18
19 TWELFTH

20 The Board of Directors is expressly authorized to
21 repeal and amend the By-laws of the corporation and to adopt
22 new By-laws, and the corporation reserves the right to
23 amend, alter, change or repeal, any provision contained in
24 these Articles of Incorporation, in the manner now, or
25 hereafter, prescribed by law, by a majority vote of the
26 stockholders, represented in person or by proxy, at any
27 annual meeting of the stockholders or at any meeting duly
28 called for that purpose, except where the laws of the said
29 State of Idaho otherwise provide.

30 IN WITNESS WHEREOF, for the purpose of forming this
31 Corporation under the statutes of the State of Idaho, the
32 undersigned, constituting the incorporator(s) of this

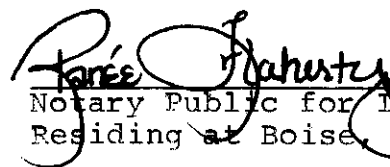
1 Corporation, have executed these Articles of Incorporation
2 the 21st day of January, 1980.

3
4 
5 William C. Donovan, III

6 STATE OF IDAHO)
7 : ss.
8 County of Ada)

9 On the date as first set forth above, before me, the
10 undersigned, a Notary Public in and for the said State,
11 personally appeared WILLIAM C. DONOVAN, III, known to me to
12 be the person whose name is subscribed to the within instrument,
13 and acknowledged to me that he executed the same.

14 IN WITNESS WHEREOF, I have hereunto set my hand and
15 affixed my official seal the day and year in this certificate
16 first above written.

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Notary Public for Idaho
Residing at Boise, Idaho