



**CERTIFICATE OF INCORPORATION  
OF**

**GOOSE CREEK STATION, 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: February 17, 1988



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Sandra M. Maule*

ARTICLES OF INCORPORATION  
OF  
GOOSE CREEK STATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each of whom is a citizen of the United States and of the State of Idaho, over the age of majority, have this day, voluntarily associated ourselves together for the purpose of organizing and forming a corporation for profit under the laws of the State of Idaho, and we do hereby certify and declare, to-wit:

ARTICLE I

That the name of the corporation hereby organized shall be the GOOSE CREEK STATION, INC.

ARTICLE II

The corporation hereby organized shall have perpetual existence unless the same is dissolved or otherwise terminated according to law.

ARTICLE III

The location and post office address of the registered office and principal place of business of the corporation in the State of Idaho, shall be 485 Fifth Street, North, Heyburn, Idaho 83336, c/o The Classic Restaurant and Lounge.

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SECRETARY OF STATE

That the name and registered agent of the corporation is Carl Boyer, whose business office is identical with such registered office, all as required by §30-1-12 I.C.

#### ARTICLE IV

The objectives and purposes for which this corporation is organized and the powers and authorities to be possessed by it under and by virtue of its Corporate Charter are as follows:

1. To engage in, conduct, manage, operate, own, and control a business of selling food to the public in a, restaurant, or any other type of retail food service establishment;

2. To engage in, conduct, manage, operate, own, and control a business of selling alcoholic beverages at retail or at wholesale;

3. To own, operate, and manage a retail liquor establishment;

4. To conduct all manner of business and to do all things necessary and required which are related to the conduct of any of the foregoing business purposes;

5. The corporation is organized under the authority of §30-1-3 I.C. for the purpose of engaging in any other lawful business or purpose, whether specified herein or not, all as is contemplated by the General Business Corporations Act of the State of Idaho, and excepting herefrom, any business purpose for which the law of the State of Idaho requires the filing of Articles of Incorporation, pursuant to special provisions

applicable to designated classes of corporations.

#### ARTICLE V

The powers of the corporation shall be, and this corporation shall have, such powers as are authorized by the General Business Corporations Act of the State of Idaho, and particularly, §30-1-4 I.C., and such other and further powers as shall be specified with particularity in the By-Laws of the corporation. The corporation shall particularly have, and is empowered to do, any and all things necessary, proper, and/or convenient to affect the business purposes of this corporation.

#### ARTICLE VI

The name and post office address of each of the incorporators of the corporation and the number of shares for which each has subscribed is:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Carl Boyer	1930 E. 16th St. Burley, ID 83318	24,099
Delmar L. Sibbett	320 E. 14th Heyburn, ID 83336	24,099
James Annest	P.O. Box 686 Burley, ID 83318	02

#### ARTICLE VIII

##### DIRECTORS AND OFFICERS

The business and affairs of the corporation shall be managed and controlled by a Board of Directors composed of two

(2) persons, each of whom shall be required to be a stockholder in the corporation. The first Board of Directors shall be Carl Boyer and Delmar L. Sibbett, above-named, and they shall hold office until their successors shall have been elected at the next annual meeting of the stockholders of the corporation.

The Officers of the corporation shall consist of a President, Vice-President, Secretary and Treasurer. The offices of Secretary and Treasurer may be held by the same person and such person may be a stockholder, but need not be a stockholder.

The Officers shall be elected by the Board of Directors and except for the offices of Secretary and Treasurer, shall be elected from the Board of Directors. The officers shall have powers and authority as is set forth in the By-Laws of the corporation.

#### ARTICLE IX

The incorporators of this corporation shall have the first right and option to buy or acquire any of the common stock of any incorporator above-named, and the sale or other disposition of said stock shall be controlled exclusively by the conditions of the By-Laws of this corporation.

#### ARTICLE X

The authorized capital stock of the corporation shall consist of 50,000 shares of common capital stock having a par value of \$10.00 per share. Each share shall have the same

equal pre-emptive rights, voting power, and right upon dissolution. The shares of capital stock shall be non-assessable.

#### ARTICLE XI

The certificates of the shares of the corporation shall be represented by certificates signed by the President and/or Vice-President, and the Secretary, or an assistant Secretary of the corporation, and shall be sealed with the seal of the corporation or a facsimile thereof. The signatures of the President or the Vice-President, and the Secretary or assistant Secretary, upon a certificate, shall be the actual signature of the President, Vice-President, and the Secretary, or assistant Secretary, and shall not be signed by a facsimile of the signature of said Officers.

Each certificate representing shares of common stock in the corporation shall state upon the face thereof:

- (a) That the corporation is organized under the laws of the State of Idaho;
- (b) The name of the person to whom it was issued;
- (c) The number of shares which such certificate represents;
- (d) The par value of each share represented by such certificate;
- (e) The share of stock is of one class with equal pre-emptive right, voting power, and the right upon dissolution;
- (f) That the shares of said stock shall not be assessable;

(g) That the transfer of said stocks is restricted by the Articles and By-Laws of the corporation, giving to incorporators herein a right and option to acquire the shares of other incorporators.

IN WITNESS WHEREOF, we have hereunto set our hands and seals in triplicate this 17<sup>th</sup> day of February, 1988.

Carl Boyer  
CARL BOYER

Delmar L. Sibbett  
DELMAR L. SIBBETT

James Annest  
JAMES ANNEST

STATE OF IDAHO            )  
                              ) ss.  
County of Cassia        )

ON THIS 17<sup>th</sup> day of February, 1988, before me, the undersigned Notary Public, in and for the State of Idaho, personally appeared CARL BOYER, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

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

(SEAL)

Martha A. Harrison  
Notary Public  
Residing at Burley, Idaho  
My Commission Expires: 5-13-91

STATE OF IDAHO            )  
                              ) ss.  
County of Cassia         )

On this 17<sup>th</sup> day of February, 1988, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared DELMAR L. SIBBETT, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

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

(SEAL)

Norma A. Harrison  
Notary Public for Idaho  
Residing at Burley, Idaho  
My Commission Expires: 5-13-91

STATE OF IDAHO            )  
                              ) ss.  
County of Cassia         )

On this 17<sup>th</sup> day of February, 1988, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared JAMES ANNEST, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

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

(SEAL)

Norma A. Harrison  
Notary Public for Idaho  
Residing at Burley, Idaho  
My Commission Expires: 5-13-91