



## 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

**POWELL & POWELL, INC.**

was filed in the office of the Secretary of State on the **Third** day  
**January**

**will be** A.D. One Thousand Nine Hundred **Sixty-six** and

**microfilm**  
duly recorded on Film No. 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  
**Boise,** **Ada.**  
in the County of

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 **3rd** day of **January**,  
**66**  
A.D., 19 .

Secretary of State.

ARTICLES OF INCORPORATION

OF

POWELL & POWELL, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all being full-age citizens and residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

ARTICLE I

NAME

The name of this corporation shall be Powell & Powell, Inc.

ARTICLE II

PURPOSES

The purposes for which this corporation is to be formed are:

(a) To own, hold, rent, control, lease, operate, conduct, and engage in the restaurant business.

(b) To make and perform contracts of any kind and description in carrying on its business, or for the purpose of attaining or furthering any of its objects. To borrow or raise money for any of the purposes of the corporation. To buy or sell notes, mortgages, or other evidences of debt, including notes and mortgages of this corporation. To own, buy and sell real and personal property. To mortgage, hypothecate or otherwise encumber any of said property. To endorse, guarantee and secure the payment and satisfaction of bonds, coupons, mortgages, debentures, obligations, and evidence of indebtedness, and to do any and all other acts and things, and to exercise any and all other powers which a co-partnership or natural person could do and exercise, and which now or hereafter be authorized by law. To have offices, conduct its business, and promote its objects within and without the State of Idaho, without restriction as to place or amount, and this corporation shall have the power to hold meetings within or without the State of Idaho, as may be determined from time to time by its By-Laws.

(c) To engage in any commercial, industrial, and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity

with the laws of the State of Idaho; to generally engage in, do and perform, any enterprise, act, or vocation that a natural person might or could do or perform; to engage in the manufacture, sale, purchase, importing, and exporting of merchandise and personal property of all manner and description, to act as agents for the purchase, sale, and handling of goods, wares, and merchandise of any and all types and descriptions for the account of the corporation or as factor, agent, procurer, or otherwise for or on behalf of another.

(d) The purposes specified herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference, to, or inference from, the terms of any other clause in this or any other article, but the purposes 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.

### ARTICLE III

#### DURATION

The period of existence and duration of life of this corporation shall be perpetual.

### ARTICLE IV

#### PLACE OF BUSINESS

The location and post office address of the registered office of this corporation in the State of Idaho is 6125 Fairview Avenue, Boise, Ada County, Idaho.

### ARTICLE V

#### STOCK

This corporation is authorized to issue one class of shares of capital stock, and said stock shall be designated as common stock.

The total number of shares of common stock shares shall be 25,000. The aggregate par value of the shares of this corporation shall be \$25,000.00.

ARTICLE VI  
INCORPORATORS

The names and post office addresses of each of the incorporators of this corporation, and the number of shares of common stock subscribed by each, are as follows:

<u>NAME</u>	<u>ADDRESS AND POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
WOODROW E. POWELL	215 Cotterell Drive, Boise, Idaho	1
FLORENCE N. POWELL	215 Cotterell Drive, Boise, Idaho	1
GERALD M. POWELL	Post Office Box 12, Parma, Idaho	1
HAZEL J. POWELL	Post Office Box 12, Parma, Idaho	1

Each of the above named as incorporators is a natural person, over the age of 21 years, and is a citizen of the State of Idaho, and the United States of America.

ARTICLE VII  
CAPITAL STOCK

The capital stock of this corporation shall be nonassessable, and the private property of the shareholders in this corporation shall not be liable for the debts, obligations, and liabilities of this corporation.

ARTICLE VIII  
DIRECTORS

The number of directors of this corporation shall be at least three, and such additional number of directors as may be determined from time to time by the By-Laws of this corporation.

ARTICLE IX  
POWERS OF BOARD OF DIRECTORS

The Board of Directors of this corporation shall have the management and control thereof, and shall have the power to repeal and amend the By-Laws of this corporation and adopt new By-Laws, but such power shall not extend to the making or altering any BY-Laws, which may alter or fix the qualifications, and this authority shall not be interpreted as taking from the shareholders that power and authority given to them by Section 30-132 Idaho Code.

IN WITNESS WHEREOF, For the purpose of forming this corporation under the

laws of the State of Idaho, we, the undersigned, constituting the Incorporators of this corporation, have executed these Articles of Incorporation this 30<sup>th</sup> day of December, 1965.

Woodrow E. Powell  
/s/ Woodrow E. Powell

Gerald M. Powell  
/s/ Gerald M. Powell

Florence N. Powell  
/s/ Florence N. Powell

Hazel J. Powell  
/s/ Hazel J. Powell

STATE OF IDAHO     )  
                              )     ss.  
County of Ada     )

On this 30 day of December, 1965, before me, the undersigned, a Notary Public in and for said State, personally appeared WOODROW E. POWELL and FLORENCE N. POWELL, 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.

(SEAL)

John H. Lewis  
Notary Public for Idaho.  
Residing at Boise, Idaho

STATE OF IDAHO     )  
                              )     ss.  
County of Ada     )

On this 30 day of December, 1965, before me, the undersigned, a Notary Public in and for said State, personally appeared GERALD M. POWELL and HAZEL J. POWELL, 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.

(SEAL)

Fred Dittus  
Notary Public for Idaho.  
Residing at Boise, Idaho.

My Commission Expires Sept 18th  
1966