

**ARTICLES OF INCORPORATION**  
**OF**  
**RIM ROCK BAR & GRILL INC.**

97 JUL 24 AM 9:45  
SECRETARY OF STATE  
STATE OF IDAHO

1. Name. The name of the corporation is Rim Rock Bar & Grill Inc..

2. Authorized shares. The aggregate number of shares the corporation is authorized to issue shall be one hundred twenty (120), all of which shall be common voting stock.

3. Registered office and agent. The registered office of the corporation is 348 Richland Av., Pocatello, Idaho 83201 and its registered agent at that address is Robert Stephen Gertonson.

4. Incorporators. The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Robert Stephen Gertonson	348 Richland Av. Pocatello, Idaho 83201
David John Wilkes	141 So. Twelfth St. Pocatello, Idaho 83204

5. Voting Entitlement of Shares.

(A) Except as provided in sections (2) and (4) of this Article, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote.

(B) This corporation is not entitled to vote treasury shares. The shares of this corporation are not entitled to vote if they are owned, directly or indirectly, by a second corporation, domestic or foreign, and this corporation owns, directly or indirectly, a majority of the shares entitled to vote for directors of the second corporation.

(C) Section (2) of this Article does not limit the power of this corporation to vote any share, including its own shares, held by it in a fiduciary capacity.

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(D) Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.

6. Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-1-732, Idaho Code. The number of directors constituting the initial board of directors shall be two (2), and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Robert Stephen Gertonson	348 Richland Av. Pocatello, Idaho 83201
David John Wilkes	141 So. Twelfth St. Pocatello, Idaho 83204

7. Corporate purpose. The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

8. Preemptive Rights. The corporation elects to have preemptive rights.

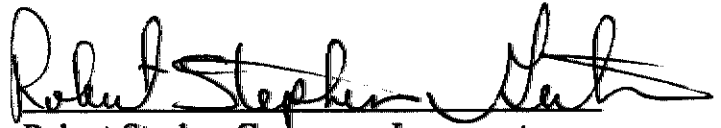
9. Indemnification. The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

10. Vote Required for Fundamental Changes. The affirmative vote of holders of a two-thirds vote of the outstanding shares entitled to vote shall be necessary for the following corporate action:

- (A) Amendment to the articles of incorporation;
- (B) Merger or consolidation of the corporation;

- (C) Reduction or increase of the stated capital of the corporation;
- (D) Reduction or increase in the number of authorized shares of the corporation;
- (E) Sale, lease or exchange of the major portion of the property or assets of the corporation;
- (F) Dissolution of the corporation;
- (G) Issuance of common stock (including treasury stock) of the corporation.

IN WITNESS WHEREOF, we have subscribed these Articles of Incorporation  
this \_\_\_\_ day of \_\_\_\_\_, 1997.



Robert Stephen Gertonson, Incorporator



David John Wilkes, Incorporator