

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

AGGAR'S ITALIAN GARDENS, INC.

was filed in the office of the Secretary of State on the **Twenty-first** day
March **Sixty-six**
will be A.D. One Thousand Nine Hundred 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
Lewiston, **Boise Falls.**
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 **21st** day of **March**,
66
A.D., 19 .

Secretary of State.

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ARTICLES OF INCORPORATION
OF
AGGAR'S ITALIAN GARDENS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the under-
signed, of full legal age, all of whom are citizens of the
State of Idaho, have this day voluntarily associated ourselves
together for the purpose of forming a corporation under the
laws of the State of Idaho, and hereby certify in writing.

I.

The name of said Corporation shall be AGGAR'S ITALIAN
GARDENS, INC.

II.

The purposes for which said corporation is formed are
to engage in the transaction of a restaurant and general retail
business, with its allied businesses and branches and to engage
in all businesses and to do all acts in connection therewith ✓
or incidental thereto, including the preparation and serving
of all types of foods, edibles and beverages; to acquire, lease,
own, handle, improve, encumber, sell, contract to sell or
lease any and all types of real and personal property. Additional
to the foregoing to have all of the powers of corporations
provided by the laws of the State of Idaho, and particularly
all of the rights and powers set forth in Idaho Code Title 30,
and all laws amendatory thereof and supplemental thereto, and all
powers and rights necessary, convenient and/or proper to accomplish
the purposes and objectives of this Corporation.

III.

The registered office and place where the principal
business of said corporation shall be transacted is at the office ✓
of the Company in Lewiston, Nez Perce County, Idaho, to-wit;
324 4th Avenue, Lewiston, Idaho.

IV.

The duration of this Corporation and the time of its existence is perpetual.

V.

The business of the Corporation shall be managed by a board of four directors, a majority of whom shall be citizens of and shall actually reside in the State of Idaho, and each of whom shall be a stockholder in the Corporation. Directors shall be elected by the stockholders at the annual meeting of stockholders. The number of directors may be increased or decreased (but not decreased to less than three) by the stockholders at any annual meeting or at a special meeting, of which notice of such purpose is given. ✓

VI.

The power to repeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the directors by their majority vote. The directors shall not make or alter any By-Laws fixing their qualifications, classifications, term of office or compensation. The Board of Directors shall be, and they hereby are, authorized to determine the value of any property or consideration, other than money, which is offered, tendered or paid for corporate stock.

VII.

Action for any lawful purpose may be taken by affirmative vote of a majority of the stockholders present in person or represented by proxy at any regular annual meeting of the Corporation's stockholders or at any special meeting called for that purpose. ✓

VIII.

The total authorized capital stock of the Corporation is 50 shares of the par value of \$100.00 per share, making total authorized capital of \$5,000.00. Each

1 share entitles the holder to one vote without preference. The
2 stock shall be common stock and shall be non-assessable.

3 IX.

4 The amount of the capital stock of the Corporation
5 which has actually been subscribed, is four shares, which shares
6 have been subscribed to by the following named persons, who
7 are also the incorporators, and the names and addresses of
8 said incorporators, and the amount of stock subscribed by
9 each, are as follows:

10	<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
11	Gerald T. Tutcher	324-4th Avenue Lewiston, Idaho	1
12	Bonnie May Tutcher	324-4th Avenue Lewiston, Idaho	1
13	C. M. Vogelsong	2416 Sunset Drive Lewiston, Idaho	1
14	Credwyn A. Vogelsong	2416 Sunset Drive Lewiston, Idaho	1

17 X.
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19 No contract or other transaction between the Corporation
20 and any other corporation, and no act of the Corporation shall
21 in any way be affected or invalidated by the fact that any of
22 the directors of the Corporation are pecunarily or otherwise
23 interested in, or are directors or officers of, such other
24 corporation; Any director individually, or any firm of which
25 any director may be a member, may be a party to, or may be
26 pecunarily or otherwise interested in, any contract or trans-
27 action of the corporation, provided that the fact that he or
28 such firm is so interested shall be disclosed or shall have been
29 made known to the board of directors or a majority thereof, and
30 the transaction is fair, and any director of the corporation
31 who is also a director or officer of such other corporation,
or who is so interested, may be counted in determining the

1 existence of a quorum at any meeting of the board of directors
2 of the Corporation which shall authorize any such contract or
3 transaction and may vote thereat to authorize any such contract
4 or transaction with like force and effect as if he were not such
5 officer or director of such other corporation or not so
6 interested.

7 IN WITNESS WHEREOF, we have hereunto set our hands ✓
8 and seals, this 15th day of March, 1966.

9 Gerald T. Tutcher
10 Gerald T. Tutcher

C. M. Vogelsong
C. M. Vogelsong

11
12 Bonnie May Tutcher
13 Bonnie May Tutcher

Credwyn A. Vogelsong
Credwyn A. Vogelsong

14 STATE OF I D A H O
15 } ss.
16 County of Nez Perce

17 On this 15th day of March, 1966, before me, the
18 undersigned, a Notary Public for Idaho, personally appeared
19 GERALD T. TUTCHER and BONNIE MAY TUTCHER, known to me to be
20 the persons whose names are subscribed to the within instrument,
21 and acknowledged to me that they executed the same.

22 IN WITNESS WHEREOF, I have hereunto set my hand and
23 affixed my notarial seal, the day and year in this Certificate
24 above written.

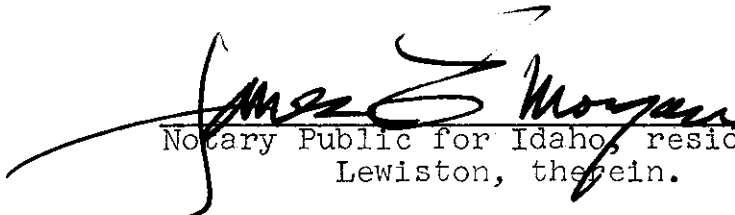
25 J. Morgan
26 Notary Public for Idaho, residing at
27 Lewiston, Idaho, therein.
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1 STATE OF I D A H O
2 County of Nez Perce

} ss.

3 On this 15th day of March, 1966, before me, the
4 undersigned, a Notary Public in and for the State of Idaho,
5 personally appeared C. M. VOGELSONG and CREDWYN A. VOGELSONG
6 the persons whose names are subscribed to the within instrument,
7 and acknowledged to me that they executed the same.

8 IN WITNESS WHEREOF, I have hereunto set my hand and
9 affixed my notarial seal, the day and year in this Certificate
10 above written.

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13 Notary Public for Idaho, residing at
14 Lewiston, therein.
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