

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

MARSHALL INVESTMENTS, 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 INVESTMENTS, 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 September 12, 19 79.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

FILED
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ARTICLES OF INCORPORATION
OF
MARSHALL INVESTMENTS, 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 INVESTMENTS, INC.

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

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

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

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

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

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

1 (h) To borrow money, to draw, make, accept, endorse,
2 transfer, assign, execute and issue bonds, debentures,
3 promissory notes, and other evidences of indebtedness, and
4 for the purpose of securing any of its obligations or contracts
5 to convey, transfer, assign, deliver, mortgage and/or pledge
6 all or any part of the property or assets, real or personal,
7 at any time owned or held by this corporation, upon such
8 terms and conditions as the Board of Directors shall authorize,
9 and as may be permitted by law;

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

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

25 (k) To organize, promote, incorporate and reorganize
26 subsidiary corporations and joint stock companies and
27 associations for any purpose permitted by law;

28 (l) To have one or more offices to carry on all or any
29 part of its operations and business, and to do all and
30 everything necessary, suitable, convenient or proper for the
31 accomplishment of any of the purposes or the attainment of
32 any one or more of the objects herein named, or which shall

1 at any time appear conducive or expedient for the protection
2 or benefit of the corporation, and which now or hereafter
3 may be authorized by law, and this to the same extent and as
4 fully as natural persons might or could do, as principals,
5 agents, contractors, trustees, or otherwise, and either
6 along or in connection with any person, firm, association,
7 or corporation;

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

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

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THIRD

The corporation is to have perpetual existence.

FOURTH

The name of the registered agent and the location and post office address of the registered office of the corporation is Dennis Marshall, 520 Dawn Court, Kuna, Idaho 83634.

FIFTH

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

SIXTH

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

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

SEVENTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or paying debts of the corporation.

EIGHTH

The numbers of directors of the corporation shall be as

1 specified in the By-Laws, and such number may from time to
2 time be increased or decreased in such manner as may be pre-
3 scribed in the By-Laws, and in accordance with Idaho Code.

4 In case of any increase in the number of directors, the
5 additional directors may be elected by the directors then in
6 office, and the directors so elected shall hold office until
7 the next annual meeting of the stockholders and until their
8 successors are elected and qualified. The initial Board of
9 Directors shall be three (3) in number and their names(s)
10 and address(es) are as follows:

11	<u>NAME</u>	<u>ADDRESS</u>
12	Greg Marshall	520 Dawn Court Kuna, Idaho 83634
13	Dennis Marshall	520 Dawn Court Kuna, Idaho 83634
14	J. Vernon Marshall	Kaukaee, Illinois

17
18 NINTH

19 Stockholders of the corporation shall have pre-emptive
20 and preferential rights of subscription to any shares of
21 stock of the corporation, whether now or hereafter author--
22 ized, or to any obligations convertible into stock of the
23 corporation, or to obligations of the corporation converti-
24 ble into stock. Any stock or obligations issued by the cor-
25 poration shall first be offered to the stockholders of the
26 corporation.

27
28 TENTH

29 A voluntary sale, lease or exchange of all of the pro-
30 perty and assets of the corporation, including its good will
31 and its corporate franchises, may be made by the Board of
32 Directors upon such terms and conditions as it may deem
expedient for the best interests of the corporation, but

1 only when such act is authorized by the vote of holders of
2 two-thirds of the voting power of all shareholders.

3
4 ELEVENTH

5 No contract or other transaction between the corporation
6 and any other corporation and no act of the corporation
7 shall in any way be affected or invalidated by the fact that
8 any of the directors of the corporation are pecuniarily, or
9 otherwise interested in, or are directors or officers of,
10 such other corporation, any director individually, or any
11 firm of which any director may be a member, may be a party
12 to, or may be pecuniarily or otherwise interested in, any
13 contract or transaction of the corporation, provided that
14 the fact that he or such firm is so interested shall be
15 disclosed or shall have been known to the Board of Directors
16 or a majority thereof, and any director of the corporation
17 who is also a director or officer of such other corporation,
18 or who is so interested, may be counted in determining the
19 existence of a quorum at any meeting of the Board of Directors
20 of the corporation which shall authorize any such contract
21 or any such transaction with like force and effect as if he
22 were not such director or officer of such other corporation
23 or not so interested.

24
25 TWELFTH

26 The Board of Directors is expressly authorized to
27 repeal and amend the By-laws of the corporation and to adopt
28 new By-laws, and the corporation reserves the right to
29 amend, alter, change or repeal, any provision contained in
30 these Articles of Incorporation, in the manner now, or
31 hereafter, prescribed by law, by a majority vote of the
32 stockholders, represented in person or by proxy, at any

1 annual meeting of the stockholders or at any meeting duly
2 called for that purpose, except where the laws of the said
3 State of Idaho otherwise provide.

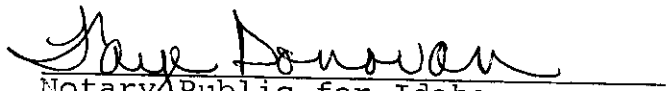
4 IN WITNESS WHEREOF, for the purpose of forming this
5 Corporation under the statutes of the State of Idaho, the
6 undersigned, constituting the incorporator(s) of this
7 Corporation, have executed these Articles of Incorporation
8 the 25th day of August, 1979.

9
10 
WILLIAM C. DONOVAN, III

11 STATE OF IDAHO)
12 : ss.
13 County of Ada)

14 On the date as first set forth above, before me, the
15 undersigned, a Notary Public in and for the said State,
16 personally appeared WILLIAM C. DONOVAN, III, known to me to
be the person whose name is subscribed to the within instru-
ment, and acknowledged to me that he executed the same.

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

20 
Notary Public for Idaho
21 Residing at Boise, Idaho
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