

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

HARPER, INC.

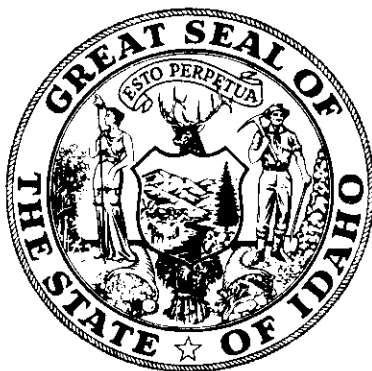
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

HARPER, 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 December 7, 19 79.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

1 ARTICLES OF INCORPORATION

2 OF

3 HARPER, INC.

4 KNOW ALL MEN BY THESE PRESENTS:

5 That we, the undersigned, all being of full age and
6 citizens of the United States, have this day voluntarily asso-
7 ciated ourselves together for the purpose of forming a
8 corporation under the provisions of the Idaho Business
9 Corporation Act;

10 And we hereby certify in writing:

11 ARTICLE I.

12 Name

13 The name of said corporation shall be Harper, Inc.

14 ARTICLE II.

15 Purposes and Powers

16 The purposes for which said corporation is formed
17 are:

18 A. To sell, convey and purchase restaurant fran-
19 chises and deal in any other nature of the retail restaurant
20 business.

21 B. To buy, sell, mortgage, exchange, lease, let,
22 hold for investment or otherwise, use and operate, real estate
23 of all kinds, improved or unimproved, and any right or interest
24 therein.

1 C. To manufacture, produce, buy, sell, trade and
2 deal in any and all types and kinds of goods, machinery, pro-
3 ducts, merchandise and personal property of every class and
4 description at wholesale or retail for and on the account of
5 the corporation or as manufacturer, broker, factor, or agent
6 for others.

7 D. To enter into, make, perform and carry out con-
8 tracts of every sort and kind with any person, firm or corpora-
9 tion or other legal entity and to acquire and take over the
10 good will, property, rights, franchises, options and assets of
11 every kind and the liabilities of any person, firm, associa-
12 tion, corporation or other legal entity either wholly or in
13 part, and to pay for the same in cash, stocks, or bonds of the
14 corporation or otherwise.

15 E. To purchase or acquire property, business rights
16 or franchises or for any other object in or about its business
17 affairs, to incur debt and to borrow and secure the payment of
18 money in any lawful manner, including the issue and sale or
19 other disposition of bonds, debentures, notes or other evidence
20 of indebtedness, and to acquire by purchase, gift, or other-
21 wise, shares of its own corporate stock and cancel the same or
22 any part thereof, or hold all or any of such stock for resale
23 as treasury stock, or for the purpose of making stock dividends
24 to its shareholders and to restrict the transferability of its
25 outstanding shares to the extent reasonably necessary to pro-
26 tect the rights of the corporation and its shareholders in any

1 stock purchase, contracts, or options that may be made between
2 themselves or any of them.

3 F. To act as surety or creditor in any and all types
4 of engagement, including the power to execute, endorse and
5 deliver contracts and to guarantee the prompt and faithful
6 performance for payment of debts, notes, agreements, contracts
7 and undertakings of any other person, firm, partnership, or
8 corporation, and to act as accommodation co-maker or guarantor
9 on obligations either as primary or secondary obligor.

10 G. Without in any manner limiting any of the
11 objects, purposes or powers of the corporation, the business or
12 purposes of said corporation shall be from time to time to do
13 any one or more of all of the acts or things herein set forth.

14 H. The several subdivisions contained in this para-
15 graph of purposes shall be construed as both purposes and
16 powers and the enumeration thereof shall not be held to limit
17 or restrict in any manner the general powers, conferred on
18 business corporations by the laws of the State of Idaho, all of
19 which powers are hereby expressly claimed.

20 ARTICLE III.

21 Duration

22 Subject to dissolution in the manner provided by law,
23 the corporation shall be perpetual.

24 ARTICLE IV.

25 Registered Office

26 The registered office of said corporation in the

1 State of Idaho shall be located at 617 Mountain View Drive, in
2 the County of Twin Falls, the post office address of the
3 registered office of said corporation in the State of Idaho,
4 County of Twin Falls, shall be 617 Mountain View Drive, Twin
5 Falls, Idaho 83301. Walter J. Harper shall be the registered
6 agent at the address set forth above.

7 ARTICLE V.

8 Corporate Stock

9 The aggregate number of shares which the corporation
10 shall have authority to issue is 1,000, all of which shall have
11 a par value of \$1.00 per share.

12 ARTICLE VI.

13 Incorporator

14 Following are the names and post office addresses of
15 each of the incorporators:

16	<u>NAME OF INCORPORATOR</u>	<u>POST OFFICE ADDRESS</u>
17	Walter J. Harper	617 Mountain View Drive
18		Twin Falls, ID 83301

19 ARTICLE VII.

20 Management

21 A. The business of the corporation shall be managed
22 by a board of at least three (3) directors, except that if all
23 of the shares of the corporation are owned beneficially and of
24 record by either one (1) or two (2) stockholders, the number of
25 directors may be less than three (3) but not less than the
26 number of stockholders. Directors need not be shareholders. A
27 director shall hold office for the term for which he was named
28 or elected and until his successor is elected and qualified.


1 B. The Incorporator listed in Article VI. above
2 shall serve as director until the first annual meeting of
3 shareholders or until their successors are elected and qualify.

4 ARTICLE VIII.

5 By-Laws

6 The power to adopt, repeal and amend the By-Laws of
7 the corporation shall be in the stockholders and the By-Laws
8 may be amended, adopted, or repealed by a majority vote of the
9 stock issued and entitled to vote.

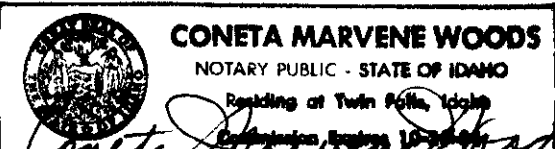
10 IN WITNESS WHEREOF, We have hereunto set our hands
11 this 12 day of November, 1979.

12 
13 Walter J. Harper

14 STATE OF IDAHO)
15) ss.
16 County of Twin Falls)

17 On this 12th day of November, 1979, before me,
18 the undersigned, a Notary Public in and for said County and
19 State, personally appeared Walter J. Harper, known to me to be
20 the person whose name is subscribed to the within instrument
21 and acknowledged to me that he executed the same.

22 IN WITNESS WHEREOF, I have hereunto set my hand and
23 affixed my official seal, the same day and year in this certi-
24 ficate first above written.

25 
26 CONETA MARVENE WOODS
27 NOTARY PUBLIC - STATE OF IDAHO
Residing at Twin Falls, Idaho