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State of Idaho

Department of State

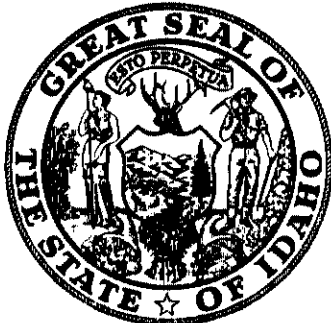
CERTIFICATE OF INCORPORATION OF

P AND S, 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 the above named corporation, 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 7, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley Dickins*

ARTICLES OF INCORPORATION

OF

P AND S, INC.

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SEC. OF STATE

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THE UNDERSIGNED, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

FIRST: The name of the Corporation is P AND S, INC..

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the Corporation is organized is to do business as a bar and restaurant and the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is ONE HUNDRED THOUSAND (100,000). The par value of such shares shall be ONE AND NO/100ths (\$1.00) Dollar per share and shall be of one class.

FIFTH: The sale of stock of the Corporation, after the original issue of stock is restricted as follows:

No transfer of stock shall be valid, until thirty (30) days after the Corporation, through its secretary, shall have had written notice of the proposed sale, the number of shares proposed to be sold, the price at which the proposed sale is to be made, and the name of the prospective buyer. During said thirty (30) days the Corporation shall have the option

1 to buy, at the price set by seller, any shares of outstanding
2 stock before its owner, or the person in whose name it stands
3 on the books of the Corporation, may transfer them. Should
4 the Corporation not have the funds to buy the shares or
5 should it deem it undesirable to purchase them for any other
6 reason, another existing shareholder shall have the option
7 for an additional thirty (30) days of purchasing the shares
8 at the price set by the seller in proportion to the number
9 of shares then held by said shareholder. If not exercised
10 within this time, any sale to third persons shall be valid.
11 Should the Corporation not take stock, then;

12 A stockholder who desires to sell his shares of stock,
13 he must then first offer them for sale to the remaining
14 stockholders, it being the intention to give them a
15 preference in the purchase of such shares, and any attempted
16 sale in violation of this provision is null and void.

17 A stockholder desiring to sell his stock shall file
18 notice in writing of his intention with the secretary of the
19 Corporation, stating the terms of sale, and unless his terms
20 are accepted by any or all of the other stockholders within
21 thirty (30) days thereafter, they shall be deemed to have
22 waived their privilege of purchasing and he will be at
23 liberty to sell to anyone else.

24 SIXTH: There are no provisions denying preemptive
25 rights.

26 SEVENTH: Provisions for the regulation of the internal
27 affairs of the Corporation shall be as set forth in the
28

1 Corporation's By-Laws.

2 EIGHTH: The address of the initial registered office of
3 the Corporation is 55 Cedar Street, Suite 109, Post Falls,
4 Idaho 83854, and the name of its initial registered agent at
5 such address is Tom Walker.

6 NINTH: The number of directors constituting the initial
7 board of directors of the Corporation is Two (2), and the
8 names and addresses of the persons who are to serve as
9 directors until the first annual meeting of the shareholders
10 or until their successors are elected and shall qualify are:

11 Tom Walker 55 Cedar Street, Suite 109
Post Falls, Idaho 83854

12 Shauna Smith HC 63 Box 1709, #13
13 Challis, Idaho 83226

14 TENTH: The name and address of each incorporator is:

15 Tom Walker 55 Cedar Street, Suite 109
16 Post Falls, Idaho 83854

17 Shauna Smith HC 63 Box 1709, #13
18 Challis, Idaho 83226

19
20 Dated this 27 day of August, 1993.

21 INCORPORATORS:

22 Tom Walker
TOM WALKER

23 Shauna Smith
24 SHAUNA SMITH
25
26
27
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