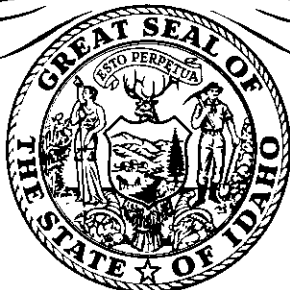


# State of Idaho



## 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

#### **BROADWAY DONUT SHOP, INC.**

was filed in the office of the Secretary of State on the **Sixteenth** day of **January**, A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **122** 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

**Boise**

in the County of

**Ada**

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 **16th** day of **January**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION  
of  
BROADWAY DONUT SHOP, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each of whom is a bona fide resident of the State of Idaho, of legal age and a citizen of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho and pursuant thereto certify as follows:

ARTICLE I

The name of this corporation shall be BROADWAY DONUT SHOP, INC.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The objects and purposes for which this corporation is formed are: as principal, agent or otherwise, to do in any part of the world any and all things hereinafter set forth to the same extent as natural persons might or could do. In furtherance thereof, but not in limitation of the general powers conferred by the laws of the State of Idaho we expressly provide that this corporation shall have power:

(a) To purchase, take, hold, own, acquire by operation of law or otherwise, lease, mortgage or otherwise hypothecate any and all kinds of real and personal property or any interest therein or appurtenant thereto, and to sell or exchange any such real or personal property or any interest therein, or to engage in any and all undertakings or business necessary, proper or

convenient to the improvement or betterment of any real or personal property owned or acquired by this corporation.

(b) To engage in or carry on as manufacturer, wholesaler, or retailer the manufacture, sale or exchange of any and all kinds of goods, wares or personal property.

(c) To conduct and operate a donut and coffee shop and to bake and sell at retail or wholesale donuts and any and all other bakery products and to prepare and sell at wholesale or retail coffee or other lawful beverages.

(d) To engage in or carry on either a general wholesale or retail business of any and all kinds.

(e) To buy and sell at wholesale or retail any and all merchandise, goods, machinery or appliances sold in trade.

(f) To enter into, make, perform and carry out contracts of every kind, amount and character with any person, firm, association, partnership or corporation.

(g) To purchase, own, sell, convey, mortgage, pledge, exchange, acquire by operation of law or otherwise, personal property of whatever kind or character, including, but not restricted to, debts, dues, demands, choses in action, evidences of debt, bonds, or stocks of other corporations or otherwise, both public and private.

(h) To contract with the United States of America, any foreign country, or with any state, city, county, or other governmental subdivision.

(i) To borrow and lend money from and to any person, firm, partnership, association or corporation and to make, take or execute notes, mortgages, bonds, deeds of trust or other evidences of indebtedness to secure payment thereof.

(j) To purchase, exchange, or otherwise acquire and own

the corporate common or preferred stocks, bonds, or other securities of any other corporation, public or private, and also to purchase, redeem, or otherwise acquire its own capital stock insofar as not contrary to the constitution or laws of the State of Idaho, and to sell its own corporate common or preferred stock, bonds, debentures or other securities or evidences of indebtedness.

(k) To merge or consolidate with any corporation in such manner as may be permitted by law.

(l) In addition to the foregoing powers also to have all authority, power or right granted to corporations by the constitution and laws of the State of Idaho and any amendment thereto.

(m) To do and perform every act or thing necessary to carry out the above enumerated purposes, calculated directly or indirectly to the advancement of the interest of said corporation and to the enhancement of the value of its stock or property of any kind or character.

#### ARTICLE IV

The registered office of this corporation and the principal place for the transaction of its business is located at Boise, Ada County, Idaho, but such registered or principal office may be changed from time to time by action of the board of directors of this corporation.

#### ARTICLE V

The number of directors of this corporation shall be three (3). It is not necessary that a director be a shareholder of this corporation.

#### ARTICLE VI

The amount of the duly authorized capital stock of this

corporation is FIVE THOUSAND DOLLARS (\$5,000.00), divided into five thousand (5,000) shares of common capital stock of the par value of ONE DOLLAR (\$1.00) per share.

Each common share shall be entitled to one (1) vote, and such common shares shall have dividend participating rights, and all of said stock shall be non-assessable.

From time to time, the capitalization of this corporation may be increased or decreased as provided by law and if the capitalization is increased such amendment may provide for different classes of stock with voting or dividend rights or privileges as may be provided in such amendment.

#### ARTICLE VII

These articles may be amended as provided by the laws of the State of Idaho and may be amended by action of the Board of Directors as provided in the following Article VIII.

#### ARTICLE VIII

In furtherance and not in limitation of the powers conferred by statutes, the Board of Directors of this corporation is expressly authorized:

(a) To remove at any time any officer elected or appointed, by vote of a majority of the board.

(b) To repeal and amend the By-Laws of the corporation and to adopt new By-Laws.

(c) To authorize and cause to be executed mortgages, liens or other encumbrances upon the real and personal property of the corporation.

(d) To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for depreciation and losses of every character, or to use any of such reserves in the manner allowed by the laws of the State of Idaho.

(e) When and as authorized by the affirmative vote of the

holders of a majority of the stock issued and outstanding, having voting power given at a shareholders meeting duly called for that purpose, the Board of Directors shall have power and authority to lease, sell or exchange all of the assets of the corporation upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in any other corporation or corporations, as its Board of Directors may deem expedient and for the best interests of the corporation.

(f) To determine the amount and time of payment of any dividends out of any funds which may be lawfully used for such purpose.

#### ARTICLE IX

The private property of the shareholders of this corporation shall not be subject to the payment of corporate debts of this corporation.

#### ARTICLE X

The names of the incorporators and the amount of capital stock of the corporation for which they have actually subscribed are as follows:

<u>NAME</u>	<u>RESIDENCE</u>	<u>SHARE SUBSCRIBED</u>
V. DALE BABBITT	3010 Alamo Road Boise, Idaho	10
JUDITH A. BABBITT	3010 Alamo Road Boise, Idaho	10
THELMA M. BABBITT	3700 Camas Boise, Idaho	10


IN WITNESS WHEREOF, We have hereunto set our hands and seals this 15th day of January, 1963.

Charles Babbitt  
Judith A. Babbitt  
Thelma M. Babbitt

STATE OF IDAHO     )  
                              ) ss  
County of Ada        )

On this 15<sup>th</sup> day of January, 1963, before me, a Notary Public, in and for said county and state, personally appeared V. DALE BABBITT, JUDITH A. BABBITT and THELMA M. BABBITT, known to me to be the persons whose names are subscribed to the foregoing ARTICLES OF INCORPORATION, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

  
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Notary Public for Idaho  
Residing at Boise, Idaho