



**Department of State**

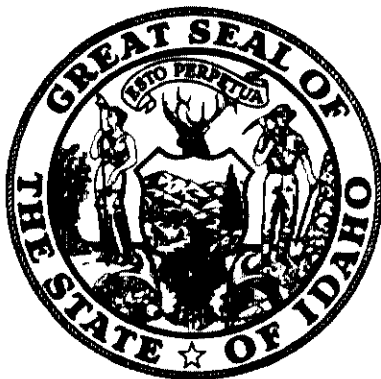
**CERTIFICATE OF INCORPORATION  
OF**

**RICHSTAN, 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: **June 10, 1988**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by:

*Angie Hobbs*

RECEIVED  
SECRETARY  
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ARTICLES OF INCORPORATION  
OF  
RICHSTAN, INC.

The undersigned, RICHARD LARRY STONE and STANLEY A. THOMAS, III., citizens of the United States of America, of the age of majority, do hereby associate themselves together for the purpose of forming a corporation under the laws of the State of Idaho, and to that end do hereby adopt and execute the following Articles of Incorporation, and do hereby certify and declare:

I

The name of said corporation shall be RICHSTAN, INC.

II

The corporation is formed for the following purposes:

A. To buy, sell, lease, own and operate restaurants and/or bars, and to conduct any and all businesses related thereto;

B. To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey

RAYBORN & RAYBORN  
ATTORNEYS AT LAW  
P.O. BOX 321  
FIRST INTERSTATE BANK BLDG.  
TWIN FALLS, ID. 83303-0321  
(208) 733-2600

any rights, privileges, franchises, real or personal property of the corporation, other than its franchise as a corporation; to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of or deal in shares, bonds, securities, and debentures and other evidence of indebtedness of its own and other corporations, domestic or foreign; to pledge, mortgage and otherwise encumber the assets of the corporation;

C. To conduct business in this State and other states in the United States of America, to have one or more offices or places of business out of this State, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real or personal property situate of the the State of Idaho;

D. To enter into, make, perform and carry out contracts of every kind and for every lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state or government, or any subdivision, district or department of any state, municipality or government, and to engage in association with other corporations, partnerships, associations and individuals in the joint operation of legitimate business endeavor, and to acquire, hold, and purchase the assets, franchises, permits, and good will of other operational organizations of whatever legal capacity engaged in business pursuits similar to those of this corporation;

E. To act as surety and guarantor in any and all types of engagements, including the power to execute, endorse and

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deliver contracts, and to guarantee the prompt and faithful performance and payment of debts, notes, agreements, contracts and undertaking of any other person, firm, partnership or corporations; and including also the power to act as an accommodation co-maker or guarantor of obligations either as a primary or secondary obligor.

F. To do any and all other such acts, things and business in any manner connected with or necessary, incidental convenient or auxiliary to any of the objects hereinbefore enumerated, or calculated, directly or indirectly, to promote the best interests of the corporation.

G. The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in no way limited or restricted, by reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression, or declarations of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; it is hereby expressly declared that any other lawful purposes not inconsistent with these Articles are intended to, and hereby are, included as purposes and powers of this corporation.

### III

The registered office of this corporation in the State of Idaho shall be located at 200 Addison Avenue West, Twin Falls,

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State of Idaho, and the Post Office address of the registered office of said corporation shall be 200 Addison Avenue West, Twin Falls, Idaho, 83301.

IV

Subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

V

The corporation shall be governed by a Board of Directors. The number of the members of the Board shall be fixed by the By-Laws of the corporation, except that such number shall be not less than two (2) nor more than five (5). The qualifications, duties, powers, limitations, and other factors relevant to the functioning of the Board of Directors shall be set out in the By-Laws of this corporation, subject to the laws of the State of Idaho.

VI

The Board of Directors of this corporation shall have the power to repeal and amend the By-Laws of this corporation, and shall have the power to adopt new By-Laws; this power may be exercised by the Board of Directors through a majority vote of that Board. By-Laws so repealed, amended or adopted by the Board of Directors, subject to these Articles and the By-Laws of the corporation, shall be subject to re-enactment, amendment or repeal by the shareholders of this corporation at their regular meetings or at any meeting specially called for that purpose. A

RAYBORN & RAYBORN  
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TWIN FALLS, ID. 83303-0021  
(208) 733-2800

majority of the shareholders of the corporation may exercise the powers of re-enactment, amendment, or repeal heretofore set out. The By-Laws of this corporation shall regulate the manner of voting for this and other governing actions of the corporation.

#### VII

The total number of shares of all classes of stock which the corporation shall have the authority to issue is ten (10), which shall be common stock, shall have no par value, and shall not be restricted.

#### VIII

The names and post office addresses of each of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD LARRY STONE	c/o Chuck's Steak House 3888 North State Street Santa Barbara, CA 93105
STANLEY A. THOMAS, III.	c/o Rock Creek 200 Addison Avenue West Twin Falls, ID 83301

#### IX

Two directors shall constitute the initial Board of Directors, and the persons who will serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify, will be:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD LARRY STONE	c/o Chuck's Steak House 3888 North State Street Santa Barbara, CA 93105

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STANLEY A. THOMAS, III.

c/o Rock Creek  
200 Addison Avenue West  
Twin Falls, ID 83301

X

The address of the initial registered office will be 200 Addison Avenue West, Twin Falls, Idaho, 83301, and the initial registered agent of the corporation, at the same address, is STANLEY A. THOMAS, III.

IN WITNESS WHEREOF, the parties have executed these ARTICLES OF INCORPORATION on this 2 day of June, 1988.

Richard L. Stone  
RICHARD LARRY STONE  
Stanley A. Thomas, III.  
STANLEY A. THOMAS, III.

STATE OF CALIFORNIA )  
County of Santa Barbara : ss.

On this 2 day of June, 1988, personally appeared before me, a notary public in and for said State, RICHARD LARRY STONE, known to me to be the signer of the within instrument, and who duly acknowledged to me that he executed the same.



Kathy M. Mira  
NOTARY PUBLIC  
Residence Santa Barbara  
My Commission Expires: 7/1/91

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STATE OF IDAHO                    )  
  : ss.  
County of Twin Falls )

On this 7<sup>th</sup> day of June, 1988,  
personally appeared before me, a notary public in and for said  
State, STANLEY A. THOMAS, III., known to me to be the signer of  
the within instrument, and who duly acknowledged to me that he  
executed the same.

Kevin J. Wallace  
NOTARY PUBLIC

Residence: Idaho  
My Commission Expires: 2/7/91

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