

# State of Idaho

## Department of State.

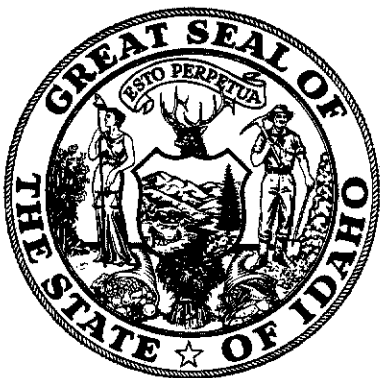
### CERTIFICATE OF INCORPORATION OF

EL RANCHO VENTURES, 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 9, 1987



*Pete T. Cenarrusa*  
SECRETARY OF STATE

by: *Sandra Matthews*

JUN 9 1 02 PM '87

SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

EL RANCHO VENTURES, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, a natural person of full age, and a citizen of the United States, does hereby announce the creation of a private corporation under the laws of the State of Idaho, by and under the provisions of the statutes of the State of Idaho, providing for the formation of a general domestic business corporation, and does hereby certify as follows:

ARTICLE I

The name of this corporation shall be:

EL RANCHO VENTURES, INC.

ARTICLE II

The general nature of the business, objects and purposes proposed to be transacted and carried on by this corporation, to the same extent as natural persons might or could do, shall be to engage in any lawful activity, including but not limited to the business of liquor, food, restaurant, lodging, and bar operations, video facilities, games, amusement and entertainment ventures and gaming operations as allowed and provided for by law, and purchasing, developing and selling business ventures, concepts and operations of all types, and to procure, develop, divide and subdivide real property for residential and commercial purposes, and all incidental enterprises related thereto;

To borrow or raise money for any purpose and to secure the same and to mortgage or encumber all or any part of the property, property rights, interests, or franchises of this corporation now owned or hereafter acquired, and to create, issue, accept and negotiate bonds, mortgages, bills of exchange, promissory notes, security agreements, security interests, or other obligations or negotiable instruments.

To employ, terminate, and in any manner acquire employment of persons, or to contract with independent contractors, for the purposes of effecting the objectives of this corporation.

To execute, make and enter into any contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs or for the obligations of this corporation.

To transact any or all lawful business for which corporations may be incorporated under Title 30, Chapter 1, Idaho Code, and to exercise generally the powers customarily exercised by business corporations, and particularly the powers provided by the laws of the State of Idaho, in accordance with the Idaho Code, and to do so in any State of the United States and throughout the world;

The foregoing clauses by reason of the specific enumeration of powers, shall not be held to restrict the power of this corporation to do any of the things within the purview of its general powers.

#### ARTICLE III

This corporation shall have a perpetual existence.

#### ARTICLE IV

The address of the initial registered office of this corporation

until declared to be otherwise shall be located in the City of Boise, State of Idaho at 1101 N. 18th, and Richard Boyington shall be the initial registered agent for this corporation in the State of Idaho at 1101 N 18th, Boise, Idaho, and the agent in the State of Nevada, once authorized to do business in that state shall be Don McDonald, Wells, Nevada, 89835, and for any and all purposes required by law shall be the authorized agents until a Board of Directors should decide otherwise.

#### ARTICLE V

The amount of authorized capital stock of this corporation shall be TEN THOUSAND DOLLARS (\$10,000.00) divided into TEN THOUSAND (10,000) shares of common stock of the par value of ONE DOLLAR (\$1.00) per share.

The stock, as above mentioned, shall be of one class, namely, common stock, and shall all be voting.

Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock, and the holder of such shares shall not be liable for any further payment thereon.

#### ARTICLE VI

The capital stock of this corporation, after the value for same has been paid in, shall not be subject to assessment to pay debts of the corporation, and no paid up stock and no stock issued as fully paid shall be assessable or assessed, at any time whatsoever.

ARTICLE VII

The private property of the stockholders of this corporation shall not be subject to the payments of the corporate debts in any amount or to any extent whatsoever.

ARTICLE VIII

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE IX

The initial Board of Directors shall consist of two directors, unless there is only one stockholder; the number of Directors may be increased or decreased as may be provided for in the By-laws of this corporation.

ARTICLE X

The Board of Directors by a majority vote shall have the power to repeal or amend the code of By-laws and to adopt a new code of By-laws.

ARTICLE XI

The name and post office address of the incorporators and the number of shares of stock subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
DON MCDONALD	WELLS, NEVADA 89835	ONE

ARTICLE XII

The name and address of the first Board of Directors shall be the same as above until or unless indicated otherwise in the By-laws.

IN WITNESS WHEREOF, The undersigned, being the original subscriber to the capital stock hereinabove mentioned, does make and file this certificate, and does hereby declare and certify that the facts herein stated are true, and accordingly has hereunto set his hand this 29<sup>th</sup> day of May, 1987.

*Don McDonald*  
*Don H. M. [unclear]*  
\_\_\_\_\_  
Don McDonald  
Incorporator

STATE OF NEVADA )  
                          : ss  
County of Elko    )

THIS IS TO CERTIFY, That on this 29 day of May, 1987, before me a Notary Public in and for said State, personally appeared Don McDonald, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same as his own free act and deed.

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

*Lonnie D. Abbott*  
\_\_\_\_\_  
Notary Public for Nevada  
Residing at Wells, Nv.  
