

CERTIFICATE OF AUTHORITY  
OF

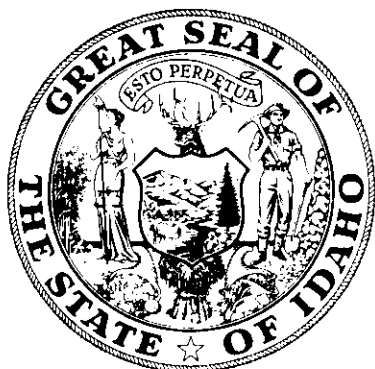
***RICH-MAR & ASSOCIATES, INC.***

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of an Application of ***RICH-MAR & ASSOCIATES, INC.***

\_\_\_\_\_ for a Certificate of Authority to transact business in this State,  
duly signed and verified 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  
Authority to ***RICH-MAR & ASSOCIATES, INC.***  
to transact business in this State under the name ***RICH-MAR & ASSOCIATES, INC.***  
\_\_\_\_\_ and attach hereto a duplicate original of the Application  
for such Certificate.

Dated ***March 12, 1984***



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is RICH-MAR & ASSOCIATES, INC.

2. The name which it shall use in Idaho is RICH-MAR & ASSOCIATES, INC.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of WASHINGTON

4. The date of its incorporation is JANUARY 26, 1984 and the period of its duration is PERPETUITY

5. The address of its principal office in the state or country under the laws of which it is incorporated is SOUTH 1020 GRAND AVENUE, PULLMAN, WASHINGTON 99163

6. The address to which correspondence should be addressed, if different from that in item 5.  
SAME AS ITEM 5

7. The street address of its proposed registered office in Idaho is 310 W. 3rd St  
MOSCOW, IDAHO 83643, and the name of its proposed registered agent in Idaho at that address is RICHARD BARNUM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
RESTAURANT BUSINESS AND TO ENGAGE IN ANY OTHER ACTIVITIES NOT  
PROHIBITED BY STATUTE

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>RICHARD BARNUM, PRESIDENT, TREASURER, DIRECTOR</u>		<u>SOUTH 1020 GRAND AVE.</u> <u>PULLMAN, WA 99163</u>
<u>MARILYN HINDS, VICE-PRES., SECRETARY, DIRECTOR</u>		<u>1310 N.E. 52nd</u> <u>SEATTLE, WA 98105</u>

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
50,000	COMMON	\$1.00 PAR VALUE

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
500	COMMON	\$1.00 PAR VALUE

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: FEB. 4<sup>th</sup>, 1984

By Richard Barnum (Pres)  
Its President/~~Vice-President~~ (please specify)

and Marilyn K Hinds - Sec.  
Its Secretary/~~Assistant Secretary~~ (please specify)

STATE OF WASHINGTON )  
 )ss  
COUNTY OF KING )

I, TED A. SAKAHARA, a notary public, do hereby certify that on this 4<sup>th</sup> day of FEBRUARY, 19 84, personally appeared before me RICHARD BARNUM, who being by me first duly sworn, declared that he is the PRESIDENT of RICH-MAR & ASSOCIATES, INC.

that he signed the foregoing document as PRESIDENT of the corporation and that the statements therein contained are true.

Ted A. Sakahara  
Notary Public

# MEMORANDUM



CORPORATIONS DIVISION  
STATE MODULAR OFFICE BLDG.  
P.O. BOX 11  
TUMWATER, WA 98504

OFFICIAL CERTIFICATION OF THIS DOCUMENT,  
AS TO ITS PREPARATION BY THE OFFICE OF  
THE SECRETARY OF STATE, APPEARS ON THE  
BACK OF THE LAST PAGE.



EX-12 3-27-81

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**STATE of WASHINGTON      SECRETARY of STATE**

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I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal,  
hereby issue this

***CERTIFICATE OF INCORPORATION***

to

**RICH-MAR & ASSOCIATES, INC.**

a Washington      profit      corporation. Articles of Incorporation were  
filed for record in this office on the date indicated below.

Corporation Number:      2-340437-9

Date:      January 26, 1984

Given under my hand and the seal of the State  
of Washington, at Olympia, the State Capitol.

*Ralph Munro, Secretary of State*

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FILED

JAN 26 1984

SECRETARY OF STATE  
STATE OF WASHINGTON

OC

ARTICLES OF INCORPORATION  
OF  
RICH-MAR & ASSOCIATES, INC.

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Richard Barnum, a person over the age of eighteen years, comes for the purpose of forming a corporation under the laws of the State of Washington and in pursuance thereof does hereby sign and deliver in duplicate to the Secretary of State of the State of Washington, the following Articles of Incorporation, and does state as follows:

ARTICLE I.

The name of the corporation shall be Rich-Mar & Associates, Inc.

ARTICLE II.

The period of duration of the corporation shall be in perpetuity.

ARTICLE III.

The purpose for which the corporation is engaged is as follows: To operate restaurants and to engage in any other activities not prohibited by statute

ARTICLE IV.

The aggregate number of shares which the corporation shall have authority to issue is 50,000 shares.

Such shares are to consist of one class only and shall have a par value of \$1.00 per share, representing a total par value for the total number of shares of Fifty Thousand Dollars (\$50,000).

ARTICLE V.

The authority to make bylaws for the corporation is hereby vested in the Board of Directors of the corporation.

ARTICLE VI.

The address of the initial registered office of the corporation shall be South 1020 Grand Avenue, Pullman, Washington 99163; the name of the initial registered agent of the corporation at such address is Richard Barnum.

ARTICLE VII.

The number of directors constituting the initial Board of Directors is two (2).

The name and address of the persons who are to serve as directors until their successors shall be elected and qualify are as follows:

Richard Barnum - South 1020 Grand Avenue  
Pullman, Washington 99163

Marilyn K. Hinds - 1310 Northeast 52nd  
Seattle, Washington 98105

ARTICLE VIII.

The name and address of the incorporator is:

Richard Barnum  
South 1020 Grand Avenue  
Pullman, Washington 99163

IN WITNESS WHEREOF, the incorporator has hereunto set  
his hand this 19 day of January, 1984.

  
Richard Barnum





Secretary of State  
OLYMPIA, WASHINGTON 98504

CONSENT TO SERVE AS REGISTERED AGENT

I, Richard Barnum, hereby consent to serve as  
Registered Agent, in the state of Washington, for the following corporation,

Rich-Mar & Associates, Inc.

I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

January 19, 1984  
(date)

Richard Barnum  
(signature of agent)

South 1020 Grand Avenue  
(registered office address)

Pullman, Washington 99163