



Department of State.

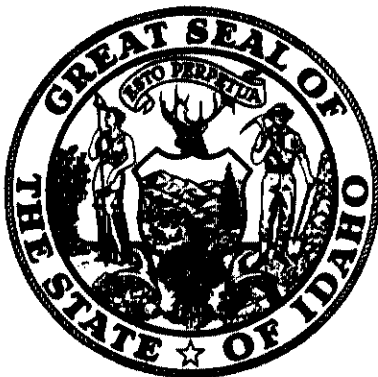
**CERTIFICATE OF INCORPORATION
OF**

ROAD RUNNER INN, 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: December 22, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Elizabeth M. Zabala

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SEC. OF STATE
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ARTICLES OF INCORPORATION

OF

ROAD RUNNER INN, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, being a natural person of full age and a citizen of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and the Acts amendatory thereof and supplemental thereto, do hereby certify as follows:

I

The name of the corporation is ROAD RUNNER INN, INC.

II

The purposes and object for which the corporation is formed are:

(a) To carry on the business of serving alcoholic beverages and all functions related and attendant thereto;

(b) To purchase for investment or resale, and to deal in land and other property of any tenure and any interest therein, and to create, sell or deal in any freehold, leasehold, ground rents, and to make advances upon the securing of land, houses, and other property, or any interest therein and to generally deal in by way of sale, lease, exchange, or otherwise, land and house property and any other property, whether real or personal;

(c) To make any improvement upon any real property, included but not limited to, the subdivision thereof, the installation of water systems, sewer systems, the building of structures for rent or lease, or sale, the general improving of sites, the building of roads, fences, and any improvements deemed advisable by the board of directors of the corporation;

(d) To buy, sell, acquire, hold, own, dispose of, convey, mortgage, pledge, lease, assign, transfer, trade or deal in and with all kinds of personal property franchise, privileges, rights, goods, wares, and merchandise of every kind, nature and description;

(e) To buy, sell, convey, lease, let, mortgage, exchange or otherwise acquire and dispose of lands, lots, houses, buildings and real property, hereditaments, and appurtenances of all kinds wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do and without limit as to amount;

(f) To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of, any shares of capital stock, script, bonds, mortgages, securities, or evidences of indebtedness issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder or owner thereof to possess and

exercise in respect hereof any and all rights, powers and privileges of ownership, including the right to vote thereon;

(g) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agency thereof;

(h) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage, and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation, upon such terms and conditions as the board of directors shall authorize, and may be permitted by law;

(i) To acquire, hold, sell, reissue or cancel any shares of its own capital stock, provided, however, that this corporation may not use any of its funds or property for the purchase of its own common stock when such use would cause impairment of the capital of this corporation; and provided further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly;

(J) To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other

person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all powers necessary or convenient in and about the conduct, management and carrying on of such business;

(k) To organize, promote, incorporate and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law;

(l) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might do, as principals, agents, contractors, trustees, or otherwise, and either alone or in connection with any person, firm, association or corporation;

(m) To have and to exercise any and all powers and privileges now or hereafter conferred by the law of the State of Idaho upon corporations formed under the general corporation laws of said state, or any Act amendatory thereof or supplemental thereto or substitute therefor.

(n) To secure, hold, sell patents, processes, copy rights,

proprietary proceedings or methods and all intellectual properties.

(o) To manufacture, salvage, modify items for sale or lease.

The foregoing clauses are to be construed both as objects and powers, and it is hereby expressly provided that enumeration herein of specific objects and powers deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the Act hereinbefore referred to, or any amendment thereof or supplement thereto, or substitute therefore, may at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the subparagraphs (a) to (m) inclusive, of Paragraph Second of these Articles of Incorporation shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to, or inference from, the terms of any other subparagraph, clause or paragraph of these Articles of Incorporation.

III

The corporation is to have a perpetual existence.

IV

The name and location of the registered agent and office of the corporation is:

Loren Heisel
751 North Fourth
Coeur d'Alene, Idaho 83814

V

The mailing address of the corporate office is:

ROAD RUNNER INN, INC.
751 North Fourth
Coeur d'Alene, Idaho 83814

All business mail and other transaction shall be transacted at this address.

VI

The amount of the capital stock of this corporation shall be 10,000 shares, with two (2) classes of shares, (a) 5,000 shares voting, and (b) 5,000 shares non-voting, both classes holding a par value of fifty (\$50.00) dollars each, which stock shall not be bonded until fully paid for and once so issued, shall be nonassessable.

VII

The names and post offices of the incorporators and the number of shares subscribed for by each are as follows:

Loren Heisel
828 N. 15th
Coeur d'Alene, Idaho 83814

1 share

Sharyn Workman
1511 St. Maries
Coeur A'lene, Idaho 83814

1 share

VIII

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any

extent whatever, and the shares of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business or paying expenses, conducting business or paying debts of the corporation.

IX

The number of directors of the corporation shall be specified in the by-laws, and such number may be from time to time increased or decreased in such manner as may be prescribed in the by-laws and in accordance with Title 30, Idaho Code. In case of any increase of the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and their successors are elected and qualified.

X

The names and addresses of the original directors of the corporation are:

Loren Heisel
828 North 15th
Coeur d'Alene, Idaho 83814

Sharyn Workman
1511 St. Maries
Coeur d'Alene, Idaho 83814

XI

Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the

corporation, whether now or hereafter authorized, or to obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation.

XII

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the board of directors upon such terms and conditions as it may deem expedient for the best interests of the corporation, but only when such act is authorized by the vote of holders of two-thirds of the voting power of all shareholders.

XIII

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact he, she or such firm is so interested shall be disclosed or shall have been known to the board of directors or a majority

thereof, and any director of the corporation who is also a director or officer of such other corporation, or who is interested, may be counted in determining the existence of a quorum at any meeting of the board of directors of the corporation which shall authorize any such contract or any such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

XIV

The board of directors is expressly authorized to repeal and amend the by-laws of the corporation and to adopt new by-laws, and the corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, or by a majority vote.

IN WITNESS WHEREOF, the undersigned has hereunto set their hands and seal this 20th day of December, 1989.

Loren Heisel
LOREN HEISEL
Incorporator

Sharyn Workman
SHARYN WORKMAN
Incorporator

STATE OF IDAHO)
) ss
COUNTY OF KOOTENAI)

On the 20th day of December, 1989, before the undersigned Notary Public in and for the State of Idaho, personally appeared LOREN HEISEL and SHARYN WORKMAN known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same, that they are over the age of eighteen (18) years and a citizen of the United States of America.

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

Doris Rosendahl
Notary Public in and for the
State of Idaho
Residing at: Rathdrum
My commission expires: May 16, 1992