

CERTIFICATE OF INCORPORATION  
OF

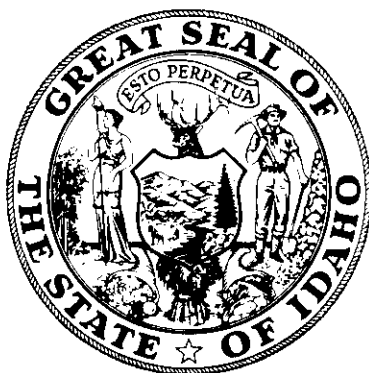
EB, INC.

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 EB, INC.

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: **March 4, 1985**



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

EB, INC.

The undersigned natural person of the age of twenty-one years or more, acting as incorporator under the laws of Idaho, adopts the following Articles of Incorporation:

ARTICLE I

The name of this corporation is EB, INC., and its duration shall be perpetual.

ARTICLE II

The purpose or purposes for which the corporation is organized are:

(1) To maintain, own, operate and manage a business relating to the restaurant business.

(2) To exercise and enjoy all other powers, rights and privileges granted to or conferred upon a corporation by the laws of the State of Idaho now or hereafter in force.

ARTICLE III

The aggregate number of shares which the corporation shall have the authority to issue is five hundred (500) shares of capital stock without nominal or par value and which shall be of the same class.

#### ARTICLE IV

The address of the initial registered office of the corporation is 1060 Grouse Road, Sun Valley, Idaho 83353 and the name of its initial registered agent at such address is Dale M. Elmer.

#### ARTICLE V

The number of directors constituting the initial Board of Directors of the corporation is one (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders, or until his successor(s) is/are elected and shall qualify, is:

Dale M. Elmer  
1060 Grouse Road  
Sun Valley, Idaho 83353

#### ARTICLE VI

The corporation shall indemnify any present or former officer or director of the corporation, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, and their respective heirs, administrators, personal representatives, successors and assigns, against any and all cost and expense, including, but not limited to, counsel fees, judgments paid and amounts paid in settlement (before or after legal proceedings are commenced), actually and reasonably incurred in connection with the defense of any claim, action, suit or proceeding, whether civil, criminal, administrative or

otherwise in nature, in which such person may be involved by reason of being or having been such director or officer of the corporation or such other corporation, except in relation to matters as to which he shall be adjudged in any action, suit or proceeding to be liable for his own negligence or misconduct in the performance of duty to the corporation or such other corporation. A conviction or judgment, whether based on a plea of guilty or nolo contendere or its equivalent, or after trial, in a criminal action, suit or proceeding shall not be deemed an adjudication of liability for negligence or misconduct in the performance of a duty to the corporation, or such other corporation, if such director or officer acted in good faith and believed that such action was for the best interests of the corporation or such other corporation with no reasonable cause to believe that the action was illegal. The foregoing indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled under any bylaw, agreement, vote of shareholders or otherwise. The corporation, its officers, directors, employees or agents shall be fully protected in taking any action or making any payment under this Article VI, or in refusing to do so upon the advice of counsel.

#### ARTICLE VII

No shares of stock of the corporation shall be transferred, either voluntarily or involuntarily, except on strict compliance

with all pertinent terms and conditions in the bylaws of the corporation, if any, and in any agreement among the shareholders of the corporation. Insofar as is permitted by Idaho law, the corporation shall have the power to purchase its own shares to the extent of unreserved and unrestricted earned surplus or capital surplus available for such purchase.

#### ARTICLE VIII

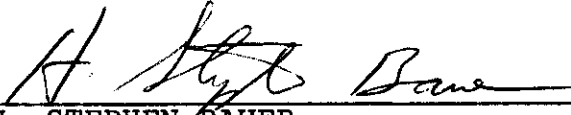
Each shareholder shall have one vote for each share of common stock of record on all matters submitted for shareholder approval. Shareholders shall not be entitled to cumulate votes.

#### ARTICLE IX

No shareholder shall have a preferential or pre-emptive right to subscribe for or purchase any stock of any class, any rights, warrants or options with respect thereto, or any obligations convertible or exchangeable for any such stock or other security whether out of unissued stock or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

I, H. STEPHEN BAUER, declare under penalty of perjury that I have examined the foregoing and to the best of my knowledge and belief, it is true, correct and complete.

DATED this 1st day of March, 1985.

  
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H. STEPHEN BAUER  
421 S.W. Sixth Avenue, Suite 1100  
Portland, Oregon 97204

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