

FILED
98 JAN 29 AM 8:54
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF

BEAN BARN ESPRESSO, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the under-
signed natural persons of lawful age and citizens of the United
States, for the purpose of forming a corporation pursuant to the
provisions of the Idaho Business Corporation Act (Title 30, Idaho Code)
do hereby certify as follows:

FIRST

The name of the corporation is

Bean Barn Espresso, Inc.

SECOND

The corporation is to have perpetual existence.

THIRD

The purposes and objects for which the corporation is organized
include the transaction of any or all lawful business for which
corporations may be incorporated under the Idaho Business Corporation
Act (Title 30, Idaho Code).

FOURTH

The aggregate number of shares which the corporation shall have
authority to issue is: Fifty Thousand (50,000) Such shares are to
consist of one class only. The par value of each of such shares
shall be \$.01, which stocks shall not be issued
until fully paid for, and once so issued shall be non-assessable.

IDAHO SECRETARY OF STATE
01/29/1998 09:00
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FIFTH

All of the shares of stock issued shall be common stock, and all shares shall have equal value, without preferences, limitations or differences in relative rights with respect to other shares.

SIXTH

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 any 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 stock holders of the corporation.

SEVENTH

The address of the initial registered office of the corporation is:

W. 1025 Hayden Drive (P. O. Box 867)

Spirit Lake, ID 83869

The name of the corporation's initial registered agent at such address is: Teresa A. Olson

EIGHTH

The number of directors constituting the initial Board of Directors is: Two (2)

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

NAME Teresa A. Olson

ADDRESS W. 1025 Hayden Dr., Spirit Lake, ID 83869

NAME Dale E. Olson

ADDRESS W. 1025 Hayden Dr., Spirit Lake, ID 83869

NAME _____

ADDRESS _____

NAME _____

ADDRESS _____

NAME _____

ADDRESS _____

NINTH

The names and addresses of all incorporators are:

NAME Teresa A. Olson

ADDRESS W. 1025 Hayden Drive, Spirit Lake, ID 83869

NAME Dale E. Olson

ADDRESS W. 1025 Hayden Drive, Spirit Lake, ID 83869

NAME _____

ADDRESS _____

NAME _____

ADDRESS _____

IN WITNESS WHEREOF, I/we have hereunto set my/our hand(s)
and seal(s) this 23rd day of January, 1998.



Incorporator



Incorporator

Incorporator

Incorporator

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 23rd day of January, 1998,
before me, the undersigned, a Notary Public in and for said state,
personally appeared

Teresa A. Olson

Dale E. Olson

known to me to be the person(s) whose name(s) is/are subscribed
to the within and foregoing instrument, and acknowledged to me
that (t)he(y) executed the same, and that (t)he(y) was/were (a)
person(s) of lawful age and citizen(s) of the United States of
America.

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

Roxanna Michalski
Notary Public for the State of Idaho

Residing at: Spirit Lake, ID 83869

My commission expires: 7/11/02

