



CERTIFICATE OF INCORPORATION
OF

BIG 7 KEYSTONE, INC.

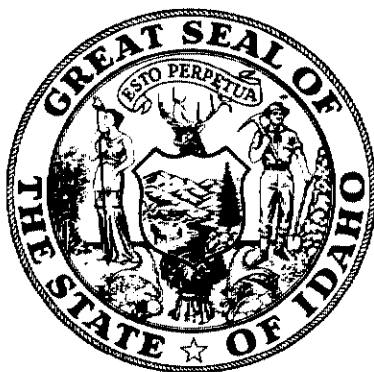
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

BIG 7 KEYSTONE, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit 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 January 17, 19 89.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF

BIG 7 KEYSTONE, INC

RECEIVED
SEC. OF STATE

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The undersigned, acting as incorporators of a non-profit corporation under the Idaho Non-Profit Corporation Act, adopt the following Articles of Incorporation for such non-profit corporation.

FIRST: The name of the corporation is BIG 7 KEYSTONE, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the non-profit corporation is organized are the transaction of any or all lawful business for which a non-profit corporation may be organized under the Idaho Business Corporation Act, including the conduct of a commercial association, and including but not limited to the following.

1. The ownership of the Keystone Pizza name and the right to grant usage of the name "KEYSTONE" in connection with the ownership and operation of member's present Keystone Pizza Parlors as now located;

2. The right to grant to a member the right to operation a Keystone Pizza Parlor, providing that Pizza Parlor is not located within a radius of two and one-half miles of any existing Keystone Pizza Parlor, and providing that application is approved by a majority vote of all of the members;

3. To market for its members all products. To purchase for its members supplies, machinery and equipment, in any capacity and on a cooperative basis, as the members may agree;

4. To acquire, own, use and develop any interest in patents and trade marks connected with or incidental to this association.

5. To have and to exercise, in addition to the foregoing, all powers, privileges and rights incidental or conducive to carrying out the purposes for which this association is formed.

FOURTH: The corporation shall have one class of members and one membership certificate shall be issued for each individual Keystone Pizza Parlor. The rights and privileges of each membership certificate shall be equal. Each member shall be entitled to one vote per certificate of membership of that member.

FIFTH: The address of the initial registered office of the corporation is 512 12th Avenue Road, Nampa, Idaho, 83686, and the name of its initial registered agent at such address is Thomas

S. Williams.

SIXTH: The board of directors shall consist of a person representing each certificate of membership and the number of directors constituting the initial board of directors of the corporation is five, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME:</u>	<u>ADDRESS:</u>
Mitchell T. Zborowski	648 Hughes Drive, Payette, Idaho 83661
Lawrence C. Fortin	1255 State Street, Weiser, Idaho, 83672
Thomas S. Williams	304 Sunrise Rim, Nampa, Idaho, 83686
Patrick Ward,	10412 Overland Road, Boise, Idaho 83709
Jerry B. Sieber,	4091 W. State Street, Boise, Idaho, 83703

SEVENTH: The name and address of each incorporator is:

<u>NAME:</u>	<u>ADDRESS:</u>
JAZ, INC., an Idaho corporation,	17 S. Main, Payette, Idaho 83661.
FORMAT, INC., an Idaho corporation	1200 S. Washington, Emmett, Idaho 83617
THE LAST RESORT, INC., an Idaho corporation.	512 12th Avenue Road, Nampa, Idaho, 83686.

Patrick Ward,

10412 Overland Road,
Boise, Idaho, 83709

Jerry Sieber

4091 W. State Street,
Boise, Idaho 83703

CRISTIKA, an Idaho
corporation

1255 State Street,
Weiser, Idaho, 83672

DATED this 28th day of, November 1988.

JAZ, INC., an Idaho corporation

By: Mitchell Z. Brown

FORMAT, INC., an Idaho
corporation

By: [Signature]

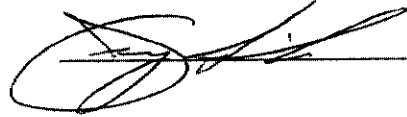
THE LAST RESORT, INC., an
Idaho corporation

By: Thomas L. Williams

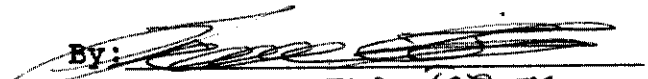
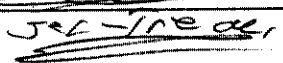
PATRICK WARD,

Patrick Ward

JERRY SIEBER



CRISTIKA, an Idaho corporation

By: 


Incorporators.