



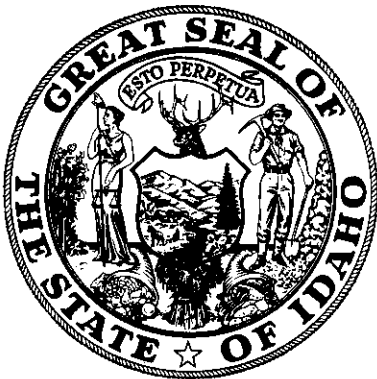
CERTIFICATE OF INCORPORATION
OF

HANSEN CAFE, 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: *January 13, 1986*



A handwritten signature in cursive script, which appears to read "Pete T. Cenarrusa". The signature is written in dark ink and is positioned above a horizontal line.

SECRETARY OF STATE

by: _____

06
STATE
ARTICLES OF INCORPORATION

OF HANSEN CAFE, INC.

Article I

NAME

§ 1.1 Name. The name of the Corporation is Hansen Cafe, Inc.

Article II

PURPOSE

§ 2.1 Purpose. The purpose for which the corporation is organized is to transact all lawful business for which a Corporation may be organized under the Idaho Business Corporation Act, Idaho Code §§ 30-1-1 et seq.

Article III

POWERS OF THE CORPORATION

§ 3.1 Powers. As needed to pursue the Corporate purposes, the following powers, without limitation, are hereby granted to the Board of Directors: All powers of Corporations organized pursuant to the Idaho Business Corporation Act, Idaho Code §§ 30-1-1 et seq. as enumerated in Idaho Code § 30-1-4.

Article IV

SHARES

§ 4.1 Authorized Shares. The total authorized stock is: 100

common shares of no par value per share.

Article V

STOCKHOLDER MEETINGS

§ 5.1 Unanimous Consent Meetings. Any action to be taken at a meeting of the Stockholders of the Corporation may be taken without a meeting if a consent in writing authorizing the action is signed by all Stockholders entitled to vote.

Article VI

STOCKHOLDER VOTING

§ 6.1 Shares Entitled to Vote.

(a) Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of Stockholders.

(b) Whenever any notice is required to be given to any Stockholder, a signed waiver thereof in writing shall be the equivalent to the giving of such notice.

Article VII

AMENDMENT OF ARTICLES OF INCORPORATION

§ 7.1 Amendments to Articles. The Corporation may amend its Articles of Incorporation from time to time at any meeting of the Stockholders. A majority vote in favor of the amendment shall adopt such amendment.

Article VIII

DIRECTORS

§ 8.1 Directors. The initial Board shall consist of two Directors and the names and addresses of the persons who shall serve as Directors until the first annual meeting of the Stockholders or until successors be elected and qualified are:

Marilyn Allen, Rte. 1, Box 384, Hansen, Idaho 83334

Bette Lierman, Rte. 1, Box 133, Hansen, Idaho 83334

§ 8.2 Number of Directors. The Board of Directors of the Corporation shall consist of two Directors unless a different number has been fixed by the By-laws.

Article IX

BOARD OF DIRECTOR MEETINGS

§ 9.1 Voting. A majority of the number of Directors shall constitute a quorum unless the By-laws fix a different number. A majority of the Directors present shall govern the actions of the Corporation unless the By-laws provide otherwise.

§ 9.2 Place. Meetings of the Board of Directors, regular or special, may be held either within or without the State of Idaho.

§ 9.3 Conference Telephone Calls. Except as may be otherwise restricted by the By-laws, members of the Board of Directors may participate in the meetings of the Board by means

of a conference telephone. Participation by such means shall constitute presence in person at a meeting.

§ 9.4 Consent Actions. Any action to be taken at a meeting of the Board of Directors of the Corporation may be taken without a meeting if a consent in writing authorizing the action is signed by all Directors entitled to vote.

§ 9.5 Powers. All Corporate powers shall be exercised by or under the authority of, and the business affairs of the Corporation shall be managed under the direction of the Board of Directors.

§ 9.6 Term. The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders. At each annual meeting of the Stockholders the Stockholders shall elect Directors to hold office until the next annual meeting of the Stockholders. Directors shall hold office until their successors have been elected and qualified.

§ 9.7 Vacancy. A vacancy occurring in the Board of Directors may be filled for the unexpired term by majority vote of the remaining Directors, even though less than a quorum of the Directors.

§ 9.8 Removal of Officers and Directors. Directors may be removed by majority vote of the shares entitled to vote.

Officers may be removed by majority vote of the Board of Directors.

Article X

BY-LAWS

§ 10.1 By-laws. The Directors shall adopt By-laws, and may thereafter alter, amend, repeal, or substitute the same, subject to repeal or change by action of the Shareholders.

§ 10.2 Officers. The Officers of the Corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors in conformity with the By-laws.

Article XI

RECORD BOOK AND FINANCIAL STATEMENTS

§ 11.1 Books. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Stockholders and Board of Directors and shall keep at its registered office or at the office of its Secretary, a record of its Stockholders and the number and class of shares held by each.

§ 11.2 Inspection of Books. Any person who shall be a holder of record of shares, shall have the right to examine and make extracts, in person or by agent or attorney, at reasonable times, the Corporations books and records.

Article XII

CONFLICTS IN INTEREST

§ 12.1 **Contracts with Directors and Officers.** No contract or other transaction between the Corporation and one or more of its Directors or any other Corporation, firm association or entity in which one or more of its Directors are Directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors.

§ 12.2 **Lending to Directors and Officers.** The Corporation shall not lend money to or use its credit to assist its Directors without authorization in the particular case by its Stockholders. The Corporation shall not lend money to or use its credit to assist its Officers without authorization in the particular case by its Directors.

Article XIII

REGISTERED OFFICE

§ 13.1 **Office.** The address of the initial registered office is: Intersection of Highway 30 and Rock Creek Road, Hansen, Idaho 83334. The mailing address of the initial registered office is: P. O. Box 182, Hansen, Idaho 83334. The name of the initial registered agent at the registered office is: Marilyn Allen.

Article XIV

INCORPORATORS

§ 14.1 Incorporators. The name and address of the incorporator is: Marilyn Allen, Rte. 1, Box 384, Hansen, Idaho 83334.

Article XV

TERM

§ 15.1 Term. The term of existence of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned, the incorporator of Hansen Cafe, Inc., has hereunto signed these Articles of Incorporation on the 1-11-86 day of January, 1986.



Marilyn Allen Rte. 1, Box 384, Hansen, Idaho 83334