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SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

MALAD DRIVE IN, INC.

RECEIVED  
SECRETARY OF STATE

03/09/1998 09:00  
FEE: \$25.00  
MATERIAL: 63289 BH: 67637

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KNOW ALL MEN BY THESE PRESENTS, that the undersigned natural person of the age of eighteen years or more for the purpose of forming a corporation under the Idaho General Business Corporation Act adopts the following Articles of Incorporation.

**ARTICLE ONE**

The name of the corporation is MALAD DRIVE IN, INC.

**ARTICLE TWO**

The duration of the corporation is perpetual.

**ARTICLE THREE**

The corporation is formed for the following purposes:

(a) To own and operate a restaurant, to buy, process, make and sell food and beverages of all kinds, and generally to do all things lawfully done by restaurants.

(b) To engage in any lawful act or activity for which corporations may be organized under the Idaho Revised Business Corporation Act;

(c) To have and to exercise all powers necessary or incidental to carrying out its corporate purposes; to exercise all other powers permitted by law, and to possess and enjoy all rights

and powers which now or at any time hereafter may be granted to or exercised by a corporation of this character.

#### **ARTICLE FOUR**

The aggregate number, class and par value of shares which the corporation shall have authority to issue shall be Fifty Thousand (50,000) shares of common stock, without par value, which class of shares shall have unlimited voting rights and is entitled to receive the net assets of the corporation upon dissolution.

There shall be no preferences, qualifications, limitations, restrictions or special or relative rights in respect to the shares of common stock, other than those set out by law incident to said stock.

#### **ARTICLE FIVE**

The name and street address of the corporation's initial registered agent in this State is:

LYNN D. PRICE  
375 West 700 North  
Malad, ID 83252

#### **ARTICLE SIX**

The name and address of each incorporator is as follows:

LYNN D. PRICE  
375 West 700 North  
Malad, ID 83252

## ARTICLE SEVEN

The corporation hereby adopts the following plan of stock offering intended to comply with the requirements of Section 1244 of the United States Internal Revenue Code of 1986, as amended.

(a) The corporation shall offer for sale and issue Fifty Thousand (50,000) shares of authorized and unissued capital common stock with a par value of One Dollar (\$1.00) per share at a cash price of One Dollar (\$1.00) per share in the aggregate amount of Fifty Thousand Dollars (\$50,000.00) to such persons as the incorporator or the Board of Directors of the corporation shall designate, all of such stock to be issued subsequent to the effective date of the plan.

(b) Consideration for the purchase of Section 1244 stock as herein offered shall be in money or other property (other than stock or securities) and the maximum amount to be received by the corporation under the plan shall be Fifty Thousand Dollars (\$50,000.00).

(c) This offering shall be effective and commence upon the date of incorporation and shall remain in effect until all of the Section 1244 stock under this offering is sold as provided herein or until terminated by the Board of Directors; provided, however, that if not sooner terminated, this offering shall terminate two (2) years from the date of incorporation.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed on Feb 24 1958, under penalties of perjury.



LYNN D. PRICE, Incorporator

I hereby accept the appointment of registered agent of this corporation.



LYNN D. PRICE, Registered Agent