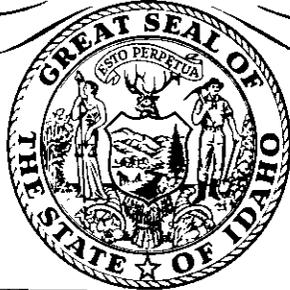


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

HEADQUARTERS, INC.

was filed in the office of the Secretary of State on the **Twenty-eighth** day of **May** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **123** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at

Lewiston

in the County of

Nez Perce.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **28th** day of **May**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION

of

HEADQUARTERS, INC.

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, all of whom are natural persons of full age and citizens of the United States of America, do hereby voluntarily associate ourselves together for the purpose of forming a Corporation under the laws of the State of Idaho, and we do hereby execute and adopt these Articles of Incorporation, in triplicate, certifying as follows:

ARTICLE I.

NAME: The name of said Corporation is and shall be: "HEADQUARTERS, INC."

ARTICLE II.

PURPOSES: The purposes for which said Corporation is formed and organized are:

Anywhere in the United States and its Territories to own, conduct, operate, maintain, hold, lease, handle, supervise, manage or deal in billiard parlors, pool rooms, restaurants, cigar stands, lunch rooms, soda fountains, and to sell and dispense foods, liquids and beverages of all

kinds, and engage in the dispensing of alcoholic beverages, maintain soft drink establishments, and all incidentals connected therewith or related thereto, and to do any and all things necessary pertaining to said business or businesses, and to manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of; to invest, trade, deal in and deal with goods, wares and merchandise, and real and personal property of every class and description, and to do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this Corporation is organized.

To carry out such purposes, such Corporation shall have the following enumerated powers, which enumerated powers shall not be exclusive, but such Corporation shall have all other lawful powers not inconsistent therewith, to-wit:

(a) To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and/or personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the Corporation, other than its franchise of being a Corporation; and to acquire, purchase, guaranty, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign.

(b) In the purchase or acquisition of property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, obligations, negotiable and transferable instruments, and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust, trust receipt, conditional sale contract, or otherwise.

(c) To use and apply its surplus earnings or accumulated profits to the purchase or acquisition of its own capital stock from time to time, and to such extent

and in such manner and upon such terms as its Board of Directors shall determine.

(d) To appoint such officers, employees and agents as the business of the Corporation may require, and to allow them compensation.

(e) To make By-Laws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs, and the certification and transfer of its stock.

(f) To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purposes of the Corporation.

(g) To invest surplus funds from time to time at the discretion of the Board of Directors of the Corporation.

(h) To have one or more offices and places of business in and out of the State of Idaho, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real and/or personal property situate outside as well as inside the State of Idaho.

(i) To do all lawful acts as are necessary and expedient to accomplish the stated purposes of this Corporation.

ARTICLE III.

DURATION: Said Corporation shall have perpetual existence.

ARTICLE IV.

LOCATION OF PRINCIPAL OFFICE: The location and post-office address of the principal and registered office of said Corporation shall be Lewiston, Nez Perce County, State of Idaho.

ARTICLE V.

CAPITAL STOCK: The amount of the capital stock of this Corporation shall be Fifty Thousand and no/100 (\$50,000.00) Dollars, divided into five hundred (500) shares, at the par value of One Hundred and no/100 (\$100.00) Dollars per share, with one (1) vote to each share, and all of which shares shall be common shares and non-assessable.

ARTICLE VI.

INCORPORATORS: The name and post-office address of each of the incorporators and a statement of the number of shares subscribed by each, the only class of shares being common shares, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Jerry V. Smith	Lewiston, Idaho	One
Lois E. Johnson	Clarkston, Washington	One
Harriett L. Johnson	Clarkston, Washington	One

ARTICLE VII.

DIRECTORS: The number, terms of office, manner of election, time and place and manner of calling meetings, and the powers and duties of the Directors, shall be prescribed by the By-Laws. A Director need not be a shareholder of the Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals at Lewiston, Idaho, this 30th day of April, 1962.

Jerry V. Smith
Lois E. Johnson
Harriett L. Johnson

STATE OF IDAHO,)
) ss.
County of Nez Perce.)

On this 30th day of April, 1963, before me,
Daniel A. Quinlan, a Notary Public in and
for the State of Idaho, personally appeared Jerry V. Smith,
Lois E. Johnson and Harriett L. Johnson, known to me to be
all of the persons whose names are subscribed to the within

and foregoing instrument, and acknowledged to me that they executed the same.

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



Notary Public for Idaho,
Residing at Lewiston, there-
in.