

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

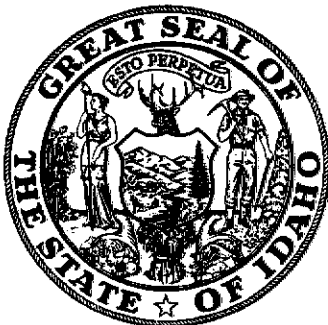
BROTHERS CORPORATION

File number C 109105

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 19, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Sipe*

JAN 19 4 01 PM '95  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION  
OF  
BROTHERS CORPORATION**

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, for the purpose of forming a corporation under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code, do hereby certify, declare, and adopt the following Articles of Incorporation:

**I.**

The name of the Corporation shall be BROTHERS CORPORATION.

**II.**

The nature of the business, or the object or purpose to be transacted, promoted, or carried on by the Corporation, is:

(1) To operate a restaurant facility within the city of Boise, Idaho; and

(2) To transact any other lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

**III.**

The aggregate number of shares which the Corporation shall have the authority to issue is ten thousand (10,000) shares of no-par value common stock. Said shares shall be of one class only.

**IV.**

The Corporation is to have a perpetual existence.

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ARTICLES OF INCORPORATION - 1.

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V.

The business of the Corporation shall be managed by its Board of Directors, each of whom shall be at least eighteen (18) years of age. The number of directors of the Corporation shall be set forth in the Bylaws in a manner not prohibited by law. Until so changed, the number of directors shall be two (2). The directors need be neither stockholders of the Corporation, nor residents of the state of Idaho.

The names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successors are elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
MOR KHAMPHA	2497 Almador Boise, Idaho 83705
SAYSAMONE BOUNYAVONG	4710 Mason Drive Boise, Idaho 83706

VI.

The private property of the stockholders shall not be subject to the payment of corporate debts.

VII.

The Corporation shall have the authority, in accordance with Idaho State law, to indemnify each director or officer, or any person who may have served at its request as a director or officer of another corporation in which it has shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of being or having been a director or officer of the Corporation or of such other corporation (whether or not he continues to be a director or officer at the time of incurring such expense) except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or willful misconduct in the performance of his duty as such director or officer. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders, or otherwise.

The Corporation shall have the right to defend and to incur reasonable expenses in the defense of any such actions, suits, or proceedings brought against any such director, officer, or person. Wherever in this section a director or officer is referred to, such reference shall include his or her personal representatives, executors, and administrators.

VIII.

Meetings of the stockholders may be held outside the state of Idaho if the Bylaws so provide. Subject to any provision contained in any statute, the books of the Corporation may be kept outside the state of Idaho at such place or places as may be designated from time to time either by the Board of Directors or in the Bylaws of the Corporation. Election of directors need not be by ballot unless the Bylaws of the Corporation shall so provide.

IX.

The Corporation reserves the right to amend, alter, change, or repeal any provision herein contained in the manner now or hereafter prescribed by statute and all rights conferred upon stockholders herein are granted subject to this reservation.

X.

The name and place of residence of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
MOR KHAMPHA	2497 Almador Boise, Idaho 83705
SAYSAMONE BOUNYAVONG	4710 Mason Drive Boise, Idaho 83706

XI.

The registered office of this Corporation in the state of Idaho shall be at number 2497 Almador in the city of Boise, Idaho 83705, or such other place within the county of Ada as the Board of

Directors may hereafter determine. The name of the registered agent at such address is MOR KHAMPHA.

DATED this 19th day of January, 1995.

Mor Khampha  
MOR KHAMPHA, Incorporator

Saysamone  
SAYSAMONE BOUNYAVONG, Incorporator

STATE OF IDAHO            )  
                              ) ss.  
County of Ada            )

On this 19th day of January, 1995, before me, the undersigned Notary Public in and for the state, personally appeared Mor Khampha, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he 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.

Boyd P. L.  
Notary Public for Idaho  
Residing at Boise, Idaho

STATE OF IDAHO            )  
                              ) ss.  
County of Ada            )

On this 19th day of January, 1995, before me, the undersigned Notary Public in and for the state, personally appeared Saysamone Bounyavong, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he 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.

  
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Notary Public for Idaho  
Residing at Boise, Idaho

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