

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

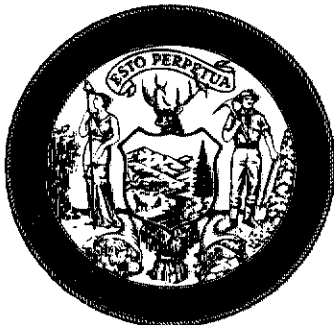
PINECREST DINER INC.

File number C 108905

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 5, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Sikel*

Jan 5 8 49 AM '95

SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

PINECREST DINER INC.

IDAHO SECRETARY OF STATE  
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# 3127 DIST# 21366  
CORP  
100.00= 100.00

# C

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the Corporation is Pinecrest Diner Inc.

ARTICLE TWO

The period of the corporation's duration is perpetual.

ARTICLE THREE

The purpose or purposes for which the corporation is organized is to:

(1) Operate a restaurant, food service, retail facility and any and all lawful business.

(2) To do all and everything necessary and proper for the accomplishment of the objectives hereinbefore enumerated or necessary or incidental to the protection and benefit of the corporation.

The foregoing clauses shall be construed both as purposes and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation and are in furtherance of and in addition to and not in limitation of the general powers conferred by the laws of the State of Idaho; provided that no purpose stated above will authorize this

corporation to be organized for or to transact any business in this state which is prohibited by the Idaho Business Corporation Act, as now written or as hereafter amended; and further provided that no purpose stated above will authorize this corporation to violate any other law, statute, regulation or ordinance of Idaho or the Government of the United States of America.

#### ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is One Hundred Thousand (100,000) shares of common stock with no par value.

#### ARTICLE FIVE

The address of the initial registered office of the corporation is 1471 Northgate Mile, Idaho Falls, Idaho, 83401, and the name of its initial registered agent at such address is Ken Berg.

#### ARTICLE SIX

The corporation will not commence business until it has received for the issuance of shares in consideration of the value of at least Sixty Five Thousand Dollars (\$65,000.00) consisting of money, labor, and property actually received including equipment, inventory, bank accounts, and assets of the partnership of Ken Berg, Casey Berg, and Forest Bartlett in the restaurant business known as Pinecrest Diner.

#### ARTICLE SEVEN

The number of directors constituting the initial board of directors of the corporation is three (3), 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  
lected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
1. Ken Berg	8143 N 15th East Idaho Falls, ID 83401
2. Casey Berg	8143 N 15th East Idaho Falls, ID 83401
3. Forest Bartlett	139 Garfield Idaho Falls, ID 83401

#### ARTICLE EIGHT

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
1. Ken Berg	8143 N 15th East Idaho Falls, ID 83401
2. Casey Berg	8143 N 15th East Idaho Falls, ID 83401
3. Forest Bartlett	139 Garfield Idaho Falls, ID 83401

DATED: This 30 day of December 1994.

Ken Berg  
Ken Berg

Casey Berg  
Casey Berg

Forest Bartlett  
Forest Bartlett

STATE OF IDAHO

COUNTY OF BONNEVILLE

} ss

I, Dana Quinn, a notary public, do certify  
that on December 30<sup>th</sup>, 1994, personally appeared before  
me Ken Berg, Casey Berg, and Forest Bartlett, who being by me first  
duly sworn, declared that they are the persons acting as  
incorporators, and that they signed the foregoing document, and  
that the statements therein contained are true.

Dana M. Quinn  
Notary Public for Idaho  
Residing in Bonneville County  
My Commission Expires: 2-18-2000