

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

BRENT'S ARCTIC CIRCLE, 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: December 16, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Sonya Coulson

Corporation Clerk

ARTICLES OF INCORPORATION
OF
BRENT'S ARCTIC CIRCLE, INC.

DEC 16 4 12 PM '91
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

I.

The name of the corporation shall be Brent's Arctic Circle, Inc.

II.

The corporation shall exist in perpetuity.

III.

The address of the initial registered office of this corporation in the state of Idaho shall be 333 Roosevelt, Pocatello, Idaho 83201, and the name of the initial registered agent at that address shall be Brent Lenon.

IV.

The purposes for which this corporation is organized shall be and are:

- (1) To operate a fast-food restaurant.
- (2) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- (3) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (4) To lend money and use its credit to assist its employees.
- (5) To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares or other interest in, or obligations of, other

domestic or foreign corporations, associations, partnerships or individuals or director indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(6) To purchase, hold, sell and reissue the shares of the stock of this corporation to the extent of unreserved and unrestricted capital surplus available therefor.

(7) To carry on any business whatsoever which the corporation may deem proper or convenient to promote the interests of the corporation or to enhance the value of its property.

(8) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(9) To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.

(10) To conduct its business, carry on its operations and have offices and exercise the powers granted by these articles, within or without this state.

(11) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(12) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(13) To make donations for the public welfare or for charitable, scientific or educational purposes.

(14) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(15) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

(16) To be a promoter, partner, member, associate or manager of any partnership, joint venture, trust or other enterprise.

(17) To have and exercise all powers necessary or convenient to effect its purposes.

(18) To do all things authorized or permitted by the Idaho Business Corporation Act now in effect or as it may be subsequently amended.

(19) To conduct its business and exercise all or any of its powers as above specified, or otherwise, in the state of Idaho, or in any other state, territory or colony of the United States, the District of Columbia, or any other part of the world, as fully and to the same extent as natural persons might or could do, either alone or in association with others, and at its option to have one or more offices or places of business as shall be determined by its board of directors within the state of Idaho in addition to its registered and principal place of business as set out in these Articles.

(20) It is the intention of the incorporator that the foregoing clauses shall be construed both as objects and powers, and the foregoing enumeration of specific objects and powers shall not be construed to limit or restrict in any manner the powers of the corporation; but said corporation shall have the power to do all and everything necessary, suitable, convenient or proper for the accomplishment or attainment of any one or more of its purposes, or incidental to its purposes and objects, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation to the same extent and as fully as a natural person might or could do.

V.

The business of this corporation shall be managed and conducted by a board of directors. The number of directors constituting the initial board of directors shall be two, and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Brent Lenon	333 Roosevelt Pocatello, Idaho 83201
Darla Jan Lenon	333 Roosevelt Pocatello, Idaho 83201

VI.

The aggregate number of shares which this corporation shall have authority to issue shall be one thousand shares of nonassessable, common stock having no par value.

VII.

To the fullest extent permitted by law, this corporation shall have the power to indemnify any person and to advance expenses incurred or to be incurred by such person in defending a civil, criminal, administrative or investigative action, suit or proceeding threatened or commenced by reason of the fact said person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Any such indemnification or advancement of expenses shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. Any indemnification or advancement of expenses so granted or paid by the corporation shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such a person.

No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except: For any breach of the director's duty of loyalty to the corporation or its stockholders; for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; for liability imposed for failure to comply with the applicable legal standard of conduct for a director in any of the circumstances described in Section 30-1-48, Idaho Code; or for any transaction from which the director derives an improper personal benefit.

VIII.

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Brent Lenon	333 Roosevelt Pocatello, Idaho 83201

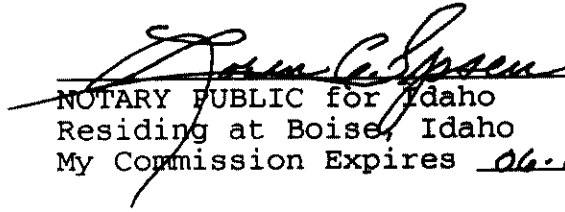
14th IN WITNESS WHEREOF, I have hereunto set my hand this day of December, 1991.



STATE OF IDAHO)
) ss.
County of Ada)

On this 14th day of December, 1991, before me, a notary public in and for said county and state, personally appeared BRENT LENON, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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



NOTARY PUBLIC for Idaho
Residing at Boise, Idaho
My Commission Expires 06-15-93