

FILED EFFECTIVE

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ARTICLES OF INCORPORATION  
OF  
SCOTT FAMILY ENTERPRISES, INC.

SECRETARY OF STATE  
STATE OF IDAHO

Effective as of October 4, 2006 (the "**Effective Date**"), the Articles of Incorporation of Scott Family Enterprises, Inc. are in their entirety as follows:

Article 1  
NAME OF THE CORPORATION

The name of the corporation is Scott Family Enterprises, Inc. (the "**Corporation**").

Article 2  
PURPOSES OF THE CORPORATION

The purposes for which the Corporation is organized are to own, operate and manage a pizza restaurant franchise and to do any and all other lawful activities.

Article 3  
SHARES

**3.1 Stock.** The aggregate number of shares the Corporation is authorized to issue shall be 10,000, with no par value, consisting of 10,000 common shares of voting stock (the "**Common Stock**").

**3.2 Transfer.** Sale or transfer may be made only after the sale or transfer has been approved at a shareholders' meeting especially called for the purpose of approving the sale or transfer of Common Stock. At the special meeting, two-thirds (2/3) of the outstanding stock of the Corporation must approve the sale or transfer of Common Stock.

**3.3 Treasury Shares.** Unless a resolution of the Board of Directors provides that reacquired shares shall constitute authorized but unissued shares, any shares reacquired by the Corporation shall be Treasury Shares and may be held, used, resold, or disposed of free of any restrictions that would be imposed on the original issuance of shares of the Corporation.

Article 4  
PREEMPTIVE RIGHTS

Shareholders of the Corporation shall have no preemptive rights to acquire stock in the Corporation.

Article 5  
CUMULATIVE VOTING

Shareholders of the Corporation do not have the right to cumulate their votes for Board of Directors.

IDAHO SECRETARY OF STATE  
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**Article 6**  
**NOTICE OF MEETINGS AND VOTING**

**6.1 Notice.** Written notice of meetings shall be delivered to all shareholders of the Corporation. Notice of meetings shall be given pursuant to the Bylaws of the Corporation.

**6.2 Voting.** Each outstanding share of stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders, including election of directors of the Corporation and other corporate purposes.

**Article 7**  
**REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation is 5512 Hawk Avenue, Caldwell, Idaho 83607, and the name of the registered agent at such address is James L. Scott.

**Article 8**  
**BOARD OF DIRECTORS**

The number of directors constituting the board of directors of the Corporation will be determined in the Corporation's Bylaws. Under the Articles of Incorporation and until changed as provided in the Corporation's Bylaws, the number of directors who constitute the initial Board of Directors is four (4). The name and address of such person to serve as an initial director are as follows:

<u>Name</u>	<u>Address</u>
James L. Hawk	5512 Hawk Avenue Caldwell, Idaho 83607
Kathy A. Scott	5512 Hawk Avenue Caldwell, Idaho 83607
Michael L. Scott	1600 Summer Wind Drive Fernley, NV 89408
Shelly A. Scott	1600 Summer Wind Drive Fernley, NV 89408

**Article 9**  
**INCORPORATOR**

For purposes of the Articles of Incorporation, the name and address of the Incorporator is:

<u>Name</u>	<u>Address</u>
Robert F. Thomas	877 Main Street, Suite 1000 Boise, ID 83702

**Article 10**  
**LIMITATION OF LIABILITY**

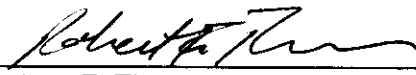
A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages, and the Corporation shall indemnify a director against liability (as defined in Idaho Code §30-1-850(5)) to any person, for any action taken, or any failure to take action, as a director except for liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of Idaho Code § 30-1-833, or (iv) an intentional violation of criminal law.

**Article 11**  
**INDEMNIFICATION**

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment).

**Article 12**  
**EXECUTION**

For the purpose of forming this corporation under the laws of the State of Idaho, the undersigned have executed these Articles of Incorporation on October 4, 2006.

By:   
Robert F. Thomas