

ARTICLES OF INCORPORATION

OF

2005 JUN 29 05:00

DINING ON THE EDGE, INC.

- 1. **Name:** The name of the corporation is DINING ON THE EDGE, INC.
- 2. **Authorized Shares:** The aggregate number of shares the corporation is authorized to issue shall be one thousand (1,000.00), all of which shall be common voting stock.
- 3. **Registered Office and Agent:** The registered office of the corporation is 625 Main Street, Orofino, Idaho, and its registered agent at that address is Michael L. Clay.

- 4. **Incorporators:** The name of the incorporators are:

Michael H. Clay  
 625 Main Street  
 Orofino, ID. 83544

Sandra J. Clay  
 625 Main Street  
 Orofino, ID. 83544

- 5. **Initial Directors:** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors or their designees. The number of directors constituting the initial board of directors shall be 2, 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:

Michael H. Clay  
 625 Main Street  
 Orofino, ID. 83544

Sandra J. Clay  
 625 Main Street  
 Orofino, ID. 83544

- 6. **Corporate Purpose and Duration:** The purpose of the corporation shall be to provide goods and services related to restaurant, bar, catering, and all appurtenant operations, together with any other lawful business activity or enterprise for which a corporation is authorized to be organized pursuant to the Idaho Business Corporations Act. The duration of the corporation shall be perpetual.

- 7. **Personal Liability of Shareholders, Incorporators, Directors:** The corporation shall not hold any shareholder, incorporator, or director personally liability for any debt or liability incurred by said corporation unless specifically agreed to in writing at the time of incurring the liability.

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debt, and the corporation shall fully indemnify, defend, and hold harmless any shareholder, incorporator, or director for any and all acts taken by the same on behalf of the corporation.

8. **I.R.S. Section 1244 Election - Subchapter "S" Election:** Pursuant to the Internal Revenue Code Section 26 USC 1244, the corporation hereby elects Section 1244 status for all stock issued. Additionally, the initial incorporators hereby authorize the Corporation choose and authorize election by the Corporation to treat the Corporation for tax purposes as a Sub-chapter "S" Corporation pursuant to 28 USC 1361 and 1362 and other applicable statutes, rules and regulations.

9. **Corporate Acquisition of Its Own Shares:** The corporation is authorized to acquire its own shares.

10. **Voting and Preemptive Rights:** Each share of stock is entitled to one vote. The corporation elects to have preemptive rights.

11. **Amendment of By-Laws.** The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

In witness whereof, we have subscribed these Articles of Incorporation this 27<sup>th</sup> day of June, 2005.

Michael H. Clay  
Michael H. Clay

Sandra J. Clay  
Sandra J. Clay