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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

HONKER'S, 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: September 3, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Davis*

ARTICLES OF INCORPORATION

OF

HONKER'S, INC.

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The undersigned persons, in order to form a corporation pursuant to the General Business Corporations Act of the State of Idaho, certify:

ARTICLE I.

The name of this Corporation is: Honker's, Inc.

ARTICLE II.

The period of existence and duration of the life of the Corporation shall be perpetual.

ARTICLE III.

The purposes and objects for which this Corporation are formed, and the general powers which this Corporation may exercise are:

(a) To carry on and conduct the general business of running a cafe, motel and lounge;

(b) To lend or advance money or give credit to such persons, firms, corporations or associations on such terms as may seem expedient;

(c) To lease, buy, sell, use, mortgage, improve and otherwise handle, deal in, or dispose of all such property, real and personal, as may be necessary or convenient in connection with the aforesaid business of the company;

(d) To carry on other business, of any nature, whatsoever, which may seem to the corporation capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance

the value of any of the corporation's property or rights or generally to enhance the profitability of the corporation;

(e) If deemed advisable by the corporation, to establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or co-employees of the corporation, the stockholders of the company or their heirs, to grant pensions to employees and stockholders, and to make payments toward insurance;

(f) The corporation shall have the power to buy its own stock and to hold the same as treasury stock and to sell and/or otherwise dispose of the same;

(g) To acquire the good will, right, property and assets of all kinds and to undertake the whole or any part of liabilities of any person, firm, association or corporation on such terms and conditions that may be agreed upon; to pay for the same in cash, stocks, bonds, debentures or other securities of this corporation or otherwise; and to acquire and/or take all or any part of the business, assets, liabilities of any person, firm, association or corporation;

(h) To borrow money of any person, firm or corporation and to issue bonds, debentures or obligations of this corporation from time to time for any of the objects or purposes of the corporation and to secure the same by mortgage, pledge, deed of trust or any other lawful means with property of the corporation;

(i) To do any and all things necessary, suitable or proper for the accomplishment of any of the purposes, for the attainment of any of the

objects, for the exercise of any of the powers herein set forth, whether specified herein or not.

The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statement contained in each clause shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression or declaration of specific or special powers or purposes herein expressly declared shall be deemed to preclude powers or purposes not so declared, and that all other lawful powers no inconsistent herewith are hereby included.

ARTICLE IV.

Section 1. This Corporation shall be authorized to issue one class of shares of capital stock to be designated "common stock". The total number of shares of common stock which this Corporation shall be authorized to issue is 100 shares of no par value stock.

Section 2. The common stock of this Corporation shall be non-assessable; and the private property of the shareholders in this Corporation shall not be liable for the debts, obligations or liabilities of this Corporation.

ARTICLE V.

Section 1. The location and address of the initial registered office of the Corporation in the State of Idaho shall be: 121 Fourth Avenue South, Twin Falls, Idaho 83301.

Section 2. The registered agent of this Corporation at this address shall be: Larry D. Tucker.

ARTICLE VI.

Section 1. The number of directors constituting the initial Board of Directors shall be two (2).

Section 2. The names and addresses of each of the initial Directors are as follows, to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify:

<u>NAME</u>	<u>ADDRESS</u>
1. Larry D. Tucker	P. O. Box 738, Sun Valley, ID 83353
2. Karen I. Tucker	2167 Elizabeth Blvd. Twin Falls, ID 83301

ARTICLE VII.

The names and addresses of each of the incorporators of this Corporation and the number of shares of common stock subscribed by each of these incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES SUBSCRIBED</u>
1. Larry D. Tucker	P. O. Box 738 Sun Valley, Idaho	50
2. Karen I. Tucker	2167 Elizabeth Blvd. Twin Falls, Idaho	50

ARTICLE VIII.

Section 1. The activities and affairs of the Corporation shall be managed by a Board of Directors. The number of Directors which shall constitute the whole Board shall be as stated in Article VI or as altered from time to time by or in the manner provided in the By-Laws. The Board of Directors shall be elected by the shareholders at the annual meeting of the Corporation to be held on such date as the By-Laws may provide, and shall hold office for such as the By-Laws may provide or until their successors are

respectively elected and qualified. The By-Laws shall specify the number of Directors necessary to constitute a quorum and the qualifications necessary to be a Director. The Corporation or Board of Directors may elect such officers as the By-laws may specify, who shall, subject to the provisions contained herein, have such titles and exercise such duties as the By-Laws may provide. The Board of Directors is expressly authorized to make, alter, amend or repeal the By-Laws of this Corporation. The officers of the Corporation shall comprise the Executive Committee, which, to the extent provided in the By-Laws, shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation. The By-Laws shall specify the number of shareholders of this Corporation necessary to constitute a quorum at any regular or special meeting.

Section 2. A member of the Board of Directors of this Corporation or an officer of this Corporation shall not be required to be a holder of any of the shares of common stock of this Corporation.

ARTICLE IX.

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter prescribed by statutes, and all rights conferred upon members herein are granted subject to this reservation.

ARTICLE X.

The personal liability of a director to the Corporation and its stockholders for monetary damages for breach of fiduciary duty as a director shall be eliminated to the extent permitted by the Idaho General Business Corporations Act.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the statutes of the State of Idaho, we, the undersigned, constituting the incorporators of this Corporation, have executed these Articles of Incorporation this 10 day of Aug., 1993.

Larry D. Tucker
LARRY D. TUCKER

Karen I. Tucker
KAREN I. TUCKER

STATE OF IDAHO)
)
County of Twin Falls)

On this 10th day of August, 1993, before me, the undersigned, a Notary Public in and for said State, personally appeared LARRY D. TUCKER, 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 the day and year in this instrument first above written.

Ante S. Carlson
NOTARY PUBLIC FOR IDAHO
Residing at: TWIN FALLS
Commission Expires: 12/10/98

STATE OF IDAHO)
)
County of Jerome)
~~Twin Falls~~

On this 11th day of August, 1993, before me, the undersigned, a Notary Public in and for said State, personally appeared KAREN I. TUCKER, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

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

Jean Irish
NOTARY PUBLIC FOR IDAHO
Residing at: Jerome
Commission Expires: 3-22-94