

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

ALLEY CAT POPCORN, INC.

File number C 113113

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 22, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Sisk*

Dec 22 2 11 PM '95

ARTICLES OF INCORPORATION
OF
Alley Cat PopCorn, Inc.

SECRETARY OF STATE

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Idaho.

ARTICLE I NAME

The name of the corporation shall be Alley Cat Popcorn, Inc.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Idaho, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 5502 Spaulding St., Boise, Id. 83705 and the name of the initial Registered Agent for the corporation at that address is Charlotte K. Brown-White.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

IDAHO SECRETARY OF STATE
DATE 12/22/1995 0900 24532

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CK #: 1032 CUST# 63364

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ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Charlotte Brown-White, 5502 Spaulding St., Boise, Id.

ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

Charlotte K Brown-White
5502 Spaulding
Boise, Id. 83705

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 20th day of December, 19 93.

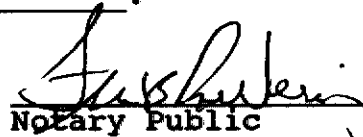
Incorporator:

Charlotte K. Brown-White

STATE OF Idaho
COUNTY OF Ada

The foregoing instrument was executed and acknowledged
before me this 20 day of December, 19 95, by
Charlotte Brown-White.

(SEAL)



Notary Public
State of Idaho
My Commission Expires:
September 12, 2007

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Idaho. Alley Cat Popcorn, Inc., a corporation organizing under the laws of the State of Idaho, with its principal office located at 5520 Spaulding, Boise, Id. , has named Charlotte Brown-White, whose address is 5520 Spaulding St, Boise, Id., as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

Charlotte B. Brown-White

STATE OF Idaho
COUNTY OF Ada

BEFORE ME, the undersigned authority, this day personally appeared Charlotte Brown-White, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 20th day of

December, 19 95.

(SEAL)

[Signature]
Notary Public

State of Idaho

My Commission Expires:

September 12, 2001