



Department of State.

CERTIFICATE OF INCORPORATION

LOUIS R. CLAFF
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I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

TIME-REAPPRaisal ENTERPRISES, INC.,

was filed in the office of the Secretary of State on the First day of September, A.D. One Thousand Nine Hundred Sixty-six, and will be Microfilm duly recorded on Film No. of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for unlimited existence from the date hereof, with its registered office in this State located at Sun Valley, Idaho, in the County of Blaine.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 1st day of September, 1966 A.D., 19

Secretary of State.

ARTICLES OF INCORPORATION

OF

TEREN - BEAUPRÉ
ENTERPRISES, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, THE UNDERSIGNED, BEING NATURAL PERSONS OF FULL AGE AND CITIZENS OF THE UNITED STATES, HAVE THIS DAY VOLUNTARILY ASSOCIATED OURSELVES TOGETHER FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF IDAHO;

AND WE HEREBY CERTIFY:

ARTICLE I.

THAT THE NAME OF THE CORPORATION IS:

TEREN-BEAUPRÉ ENTERPRISES, INC.

ARTICLE II.

THAT THE PURPOSES FOR WHICH THE CORPORATION IS FORMED SHALL BE AS FOLLOWS:

(A) TO OPERATE RESTAURANTS, GRILLS, COCKTAIL BARS; TO SELL GOODS, WARES AND MERCHANDISE NECESSARY FOR ITS OPERATION AND EXPLOITATION OF ITS BUSINESS PURPOSES. THE CORPORATION SHALL FURTHER BE EMPOWERED TO ENGAGE IN ANY OTHER BUSINESS FOR PROFIT AS ITS DIRECTORS MAY FROM TIME TO TIME DETERMINE, AS ARE NOT IN CONFLICT WITH THE LAWS OF THE STATE OF IDAHO, OR THE LAWS OF ANY STATE IN WHICH THE CORPORATION MAY DO BUSINESS.

(B) TO OWN, HOLD, PURCHASE, OR OTHERWISE ACQUIRE; AND TO SELL, ASSIGN, TRANSFER, MORTGAGE, PLEDGE, OR OTHERWISE DISPOSE OF SHARES OF THE CAPITAL STOCK AND BONDS, DEBENTURES OR OTHER EVIDENCE OF INDEBTEDNESS CREATED BY THIS OR OTHER CORPORATIONS, AND WHILE THE OWNER THEREOF, TO EXERCISE ALL RIGHTS AND PRIVILEGES OF OWNERSHIP, INCLUDING THE RIGHT TO VOTE THEREON.

(C) TO ISSUE, SELL AND OTHERWISE DISPOSE OF, BONDS, DEBENTURES, PROMISSORY NOTES OR OTHER OBLIGATIONS NECESSARY TO RAISE MONEY FOR THE PURPOSE OF CONDUCTING THE BUSINESS OF THE CORPORATION IN ANY OF ITS BRANCHES; AND TO SECURE THE PAYMENT OF ANY SUCH OBLIGATIONS BY PROPERLY EXECUTED MORTGAGES, DEEDS OF TRUST, PLEDGES, OR OTHER ENCUMBRANCES UPON ALL OR ANY OF THE PROPERTY

OF THE CORPORATION, AS MORE FULLY PROVIDED IN A PRE-INCORPORATION AGREEMENT BETWEEN JOHN J. BEAUPRÉ AND NELSON F. TEREN, DATED AUGUST 22, 1966.

(D) TO ENTER INTO, MAKE AND PERFORM CONTRACTS OF ANY KIND, WITH ANY PERSON, FIRM, ASSOCIATION, CORPORATION, COUNTY, STATE, TERRITORY OR GOVERNMENT.

(E) THE CORPORATION SHALL HAVE POWER, THROUGH ITS BOARD OF DIRECTORS, TO PURCHASE, OR OTHERWISE ACQUIRE AND OWN ITS OWN STOCK AND BONDS, OR EITHER, INCLUDING THE RIGHT TO RECEIVE SAME AT THEIR CASH VALUE AS DETERMINED BY THE BOARD OF DIRECTORS FOR PROPERTY OR IN PAYMENT OF DEBTS OR OBLIGATIONS DUE THE CORPORATION, AS PROVIDED IN SAID PRE-INCORPORATION AGREEMENT DATED AUGUST 22, 1966.

(F) GENERALLY, AND IN FURTHERANCE, NOT IN LIMITATION OF ANY OF THE FOREGOING POWERS, TO DO ALL THINGS HEREIN SET FORTH TO THE SAME EXTENT AS A NATURAL PERSON MIGHT OR COULD DO, AS PRINCIPAL, AGENT, CONTRACTOR OR OTHERWISE, WITH ALL THE POWERS CONFERRED, BUT NOT IN CONFLICT WITH THE LAWS OF THE STATE OF IDAHO, OR THE LAWS OF ANY STATE IN WHICH THE CORPORATION MAY DO BUSINESS.

ARTICLE III.

THE TERM FOR WHICH THE CORPORATION IS TO EXIST IS WITHOUT LIMITATION.

ARTICLE IV.

THAT THE PLACE WHERE ITS PRINCIPAL BUSINESS IS TO BE TRANSACTED IS AT SUN VALLEY, IN BLAINE COUNTY, STATE OF IDAHO; IT MAY, ALSO BY RESOLUTION OF ITS BOARD OF DIRECTORS, ESTABLISH BRANCH OFFICES, AT OTHER PLACES IN THE UNITED STATES, AND MAY HOLD DIRECTORS' MEETINGS AND TRANSACT OTHER CORPORATE BUSINESS AT ANY SUCH BRANCH OFFICES.

ARTICLE V.

THE NUMBER OF THE CORPORATION'S DIRECTORS SHALL BE THREE OR MORE. AT ALL ELECTIONS OF DIRECTORS, EACH STOCKHOLDER SHALL BE ENTITLED TO AS MANY VOTES AS SHALL EQUAL THE NUMBER OF HIS SHARES MULTIPLIED BY THE NUMBER OF DIRECTORS TO BE ELECTED, AND HE MAY CAST ALL OF SUCH VOTES FOR A SINGLE DIRECTOR OR MAY DISTRIBUTE THEM AMONG THE NUMBER TO BE VOTED FOR OR ANY TWO OR MORE OF THEM, AS HE MAY SEE FIT.

THE STOCKHOLDERS, IN THEIR DISCRETION, MAY AT ANY REGULAR OR SPECIAL MEETING ELECT ALTERNATE DIRECTORS, ONE TO BE SPECIFICALLY ASSIGNED AS SUBSTITUTE FOR EACH REGULAR MEMBER OF THE BOARD, AND TO ACT IN HIS PLACE AT ANY

MEETING OF THE BOARD WHEN HE IS UNABLE TO BE PRESENT, VACANCIES AMONG THE ELECTED ALTERNATES TO BE FILLED IN THE SAME MANNER AS IN THE CASE OF REGULAR DIRECTORS.

TO QUALIFY AS A DIRECTOR OR ALTERNATE, IT SHALL NOT BE NECESSARY THAT A MEMBER OF THE BOARD BE A STOCKHOLDER IN THE CORPORATION. THE BOARD OF DIRECTORS SHALL HAVE THE POWER TO ADOPT BY-LAWS NOT INCONSISTENT WITH THESE ARTICLES AND TO AMEND OR REPEAL THE SAME BY A TWO-THIRDS VOTE OF THE BOARD.

THE BY-LAWS OF THE CORPORATION MAY PROVIDE FOR AN EXECUTIVE COMMITTEE FOR THE DELEGATION OF CORPORATE POWERS TO IT AND FOR THE MANNER OF THEIR EXERCISE.

THE FIRST MEETING OF THE BOARD OF DIRECTORS MAY BE HELD AT ANY PLACE WITHIN OR WITHOUT THE STATE OF IDAHO UPON WHICH THEY MAY AGREE.

STOCKHOLDER'S MEETINGS, EITHER SPECIAL OR ANNUAL, MAY BE HELD AT ANY PLACE IN THE UNITED STATES AT THE DISCRETION OF THE DIRECTORS EXPRESSED THIRTY (30) DAYS PRIOR TO ANY MEETING, SPECIAL OR ANNUAL, AND UNLESS A MEETING PLACE IS SPECIFICALLY DESIGNATED, ALL MEETINGS OF STOCKHOLDERS SHALL BE CALLED AND HELD AT THE COMPANY'S MAIN REGISTERED OFFICE IN THE STATE OF IDAHO, TO-WIT, SUN VALLEY, IDAHO.

THERE SHALL BE A PRESIDENT, VICE-PRESIDENT, AND SECRETARY-TREASURER, AND SUCH OTHER OFFICERS AS MAY BE PROVIDED FOR IN THE BY-LAWS. ALL OFFICERS SHALL BE CHOSEN BY THE DIRECTORS IN THE MANNER PRESCRIBED BY THE BY-LAWS.

THE NAMES AND POST OFFICE ADDRESSES OF THE PERSONS APPOINTED TO ACT AS THE FIRST DIRECTORS, AND UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFIED, ARE:

NAMES	ADDRESSES
JOHN J. BEAUPRÉ	SUN VALLEY, IDAHO
NELSON F. TEREN	SUN VALLEY, IDAHO
EVERETT B. TAYLOR	SUN VALLEY, IDAHO

ARTICLE VI.

THE BOARD OF DIRECTORS SHALL HAVE POWER TO ADOPT ANY AND ALL BY-LAWS FOR THE GOVERNMENT AND MANAGEMENT OF ITSELF OR THE CORPORATION, NOT INCONSISTENT WITH THESE ARTICLES OR WITH THE LAWS OF THE STATE OF IDAHO OR THE UNITED STATES, AND TO AMEND OR REPEAL THE SAME AT PLEASURE.

ARTICLE VII.

THE TOTAL AUTHORIZED NUMBER OF SHARES OF CAPITAL STOCK TO BE ISSUED BY THIS CORPORATION IS 20,000 SHARES, HAVING A PAR VALUE OF FIVE DOLLARS (\$5.00) EACH, AND AN AGGREGATE PAR VALUE OF ONE HUNDRED THOUSAND (\$100,000.00) DOLLARS. EACH SHARE OF CAPITAL STOCK TO HAVE FULL VOTING RIGHTS, I. E. EACH SHARE OF CAPITAL STOCK TO HAVE ONE VOTE.

ARTICLE III.

THE AMOUNT OF CAPITAL STOCK ACTUALLY SUBSCRIBED IS THIRTY THOUSAND (\$30,000.00) DOLLARS, OF THE PAR VALUE STOCK OF FIVE (\$5.00) DOLLARS PER SHARE, WHICH HAS BEEN SUBSCRIBED AS FOLLOWS:

JOHN J. BEAUPRÉ	-----	3,000 SHARES
NELSON F. TEREN	-----	3,000 SHARES

THE BALANCE OF THE CAPITAL STOCK HEREBY AUTHORIZED, NAMELY 14,000 SHARES OF FIVE (\$5.00) DOLLARS PAR VALUE EACH, FOR THE BENEFIT OF THE TREASURY TO BE UNDER THE CONTROL AND DIRECTION OF THE BOARD OF DIRECTORS WHO SHALL ORDER IT ISSUED AT SUCH TIMES AND FOR SUCH CONSIDERATION AS TO THEM SEEM PROPER.

ARTICLE IX.

THE CAPITAL STOCK OF THIS CORPORATION SHALL BE AND REMAIN NON-ASSESSABLE.

ARTICLE X.

THIS CORPORATION RESERVES THE RIGHT TO AMEND, ALTER, CHANGE, OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, IN THE MANNER NOW OR HEREAFTER PRESCRIBED BY STATUTE, AND ALL RIGHTS CONFERRED UPON STOCKHOLDERS HEREIN ARE GRANTED SUBJECT TO THIS RESERVATION, AND BY A PRE-INCORPORATION AGREEMENT BETWEEN SAID TEREN AND BEAUPRE, DATED AUGUST 22, 1966.

ARTICLE XI.

THE PRIVATE PROPERTY OF THE STOCKHOLDERS SHALL NOT BE LIABLE FOR THE DEBTS OF THE CORPORATION.

ARTICLE XII.

THE FOLLOWING ARE THE NAMES AND POST OFFICE ADDRESSES OF EACH OF THE INCORPORATORS; THE NUMBER OF SHARES SUBSCRIBED BY EACH AND THE CLASS OF SUCH SHARES HAVE HEREINBEFORE BEEN LISTED:

NAMES	ADDRESSES
JOHN J. BEAUPRÉ	SUN VALLEY, IDAHO
NELSON F. TEREN	SUN VALLEY, IDAHO
EVERETT B. TAYLOR	SUN VALLEY, IDAHO

IN WITNESS WHEREOF, THE SAID INCORPORATORS HAVE HEREUNTO SET THEIR
HANDS THIS 29th DAY OF AUGUST, 1966.

John J. Beaupre
Nelson F. Teren
Everett B. Taylor

STATE OF IDAHO,)
COUNTY OF BLAINE.) ss.

ON THIS 29th DAY OF AUGUST, IN THE YEAR OF 1966, BEFORE ME,
THE UNDERSIGNED, A NOTARY PUBLIC, FOR THE STATE OF IDAHO, PERSONALLY APPEARED,
JOHN J. PEAPRÉ, NELSON F. TEREN, AND EVERETT B. TAYLOR, KNOWN TO ME TO BE THE
PERSONS WHOSE NAMES ARE SUBSCRIBED TO THE WITHIN INSTRUMENT AND ACKNOWLEDGED
TO ME THAT THEY EXECUTED THE SAME.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY
OFFICIAL SEAL THE DAY AND YEAR IN THIS CERTIFICATE FIRST ABOVE WRITTEN.

[Signature]
NOTARY PUBLIC FOR IDAHO,
RESIDING AT HAILEY, IDAHO
My Comm. Exp. Jan. 25, 1968