

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

ROWDY, INC.

File number C 118475

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: February 28, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *L. Dunst*

ARTICLES OF INCORPORATION

OF

ROWDY, INC.

FEB 26 10 21 AM '97

SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, natural persons over the age of eighteen years and citizens of the United States, do this day voluntarily form a service corporation under the laws of the State of Idaho, as contained in Chapter 1 of Title 30, Idaho Code, entitled "General Business Corporation Act" and to that end we certify in writing:

ARTICLE I

NAME

The name of the corporation shall be ROWDY, INC.

ARTICLE II

PURPOSE AND POWERS

The purposes for which this corporation is organized are:

- (a) To engage in the business of establishing and running a restaurant and bar;
- (b) To invest funds in real property, personal property, mortgages, stocks, bonds or any other types of investments and to own or lease real or personal property necessary for the rendering of such business; and
- (c) To engage in such other businesses which may be authorized or permitted by the General Business Corporation Act any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act (Chapter 1 of Title 30, Idaho Code) and to the extent not inconsistent with the foregoing as may be permitted by the Idaho Business Corporation Act (Chapter 1 of Title 30, Idaho Code).

IDAHO SECRETARY OF STATE

DATE 02/14/1997

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CK #: 3189 CUST# 76630

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ARTICLE III DURATION

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

ARTICLE IV REGISTERED OFFICE

The registered office of the corporation in the State of Idaho shall be located at 823 Illinois Street, Gooding, Idaho 83330. Walter J. Parke shall be the registered agent at the address set forth above.

ARTICLE V CORPORATE STOCK

The aggregate number of common shares which the corporation shall have authority to issue is ten thousand (10,000), which shall have a \$1.00 par value.

VI INCORPORATORS

Following are the names and addresses of the incorporators of the corporation:

<u>NAME OF INCORPORATORS</u>	<u>ADDRESS</u>
Walter J. Parke	227 Main Street Gooding, Idaho 83330
Stacee L. Parke	227 Main Street Gooding, Idaho 83330

VII MANAGEMENT

The business of the corporation shall be managed by a board of at least three (3) directors, except that if all of the shares of the corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than three but not less than the number of stockholders. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified. Walter J. Parke,

Stacee L. Parke, and Larry C. Heil, 2644 N. 700 E. Castleford, Idaho 83321, shall serve as the initial board of directors until the first annual meeting of shareholders or until their successors are elected and qualified.

ARTICLE VIII
BY-LAWS

The initial By-Laws of the corporation shall be adopted by its board of directors. The power to alter, amend or repeal the By-Laws or adopt new By-laws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors.

IN WITNESS WHEREOF, I have set my hand this 25 day of February, 1997.

Walter Parke
WALTER J. PARKE

Stacee Parke
STACEE L. PARKE

STATE OF IDAHO)
) ss:
County of Booming)

On this 25th day of February, 1997, before me a Notary Public in and for said State, personally appeared WALTER J. PARKE and STACEE L. PARKE, known or identified to me to be the persons whose names are subscribed to the foregoing 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 first above written.

Ronna L. Malne
NOTARY PUBLIC FOR IDAHO
Residing at: Booming, Idaho
My Commission Expires: 8-22-97