

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

WESTERN EQUITIES, INC.

was filed in the office of the Secretary of State on January 15, 1979
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 perpetual existence from the date hereof, with its registered office in this State located at Boise in the county of Ada.

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 15th
day of January, A.D., 1979.

Pete T. Cenarrusa

Secretary of State

Corporation Clerk

ARTICLES OF INCORPORATION

OF

WESTERN EQUITIES, INC.

RECEIVED
'79 JAN 13 PM 4 10

SECRETARY OF
STATE

WE, THE UNDERSIGNED, being three natural persons of full age, legally competent to enter into contracts, all of whom are citizens of the United States of America, do hereby voluntarily associate ourselves for the purpose of forming a corporation under the laws of the State of Idaho, and adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

WESTERN EQUITIES, INC.

ARTICLE II - REGISTERED OFFICE AND AGENT

The location and post office address of the initial registered office of this corporation within the State of Idaho is: 355 North Orchard, Boise, Idaho 83704.

The registered agent of this corporation at said address is: Thelma Thompson.

ARTICLE III - PURPOSES

The nature, objects, purposes, and powers of this corporation are:

1. To manufacture, purchase, distribute, sell, and otherwise deal in and with goods, merchandise, and services of every description, to the maximum extent permitted by law to corporations for profit organized under the corporation laws of the State of Idaho;

2. To acquire by purchase, exchange, or otherwise, all or any part of, or any interest in, the properties, assets, business, and good will of any one or more persons, firms, associations or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the general corporation laws of this State; to pay for the same in cash, property, or its own or other securities; to hold, operate, reorganize, liquidate, sell, or in any manner dispose of the whole or any part thereof; and in connection therewith, to assume or guarantee performance of any liabilities, obligations, or contracts of such persons, firms, associations, or corporations, and to conduct the whole or any part of any business thus acquired;

3. To purchase, take, own, hold, deal in, improve, develop, manage and mortgage or otherwise encumber personal property, and to lease, sell, exchange, convey, transfer or in any lawful manner whatever to acquire and dispose of personal property;

4. To purchase, take, own, hold, rent, lease, improve, develop, manage, sell, mortgage, and deal in all forms and kinds of real property and real estate, and interests therein, that may lawfully be so dealt with by corporations under the laws of the state or country in which such real property or real estate is located;

5. To acquire by purchase, subscription, underwriting, or otherwise, or become interested in, stock or stocks, warrants or options, securities, property, or rights of any other corporation or association, or of this corporation; to cause to be formed, reorganized, merged, consolidated, or liquidated, and to promote, take charge of, or aid, in any way permitted by law, the formation, reorganization, merger, consolidation, or liquidation of any corporation or association;

6. To enter into any lawful partnerships, joint ventures, or any arrangements for sharing costs and profits, union of interests or reciprocal concessions in any business which this corporation is authorized to carry on, so as to directly or indirectly benefit this corporation;

7. To enter into any other businesses incidental to, connected with or similar to the businesses set forth hereinabove; and

8. To exercise all of the powers, and do all of the acts and things permitted to general business corporations for profit, to the maximum extent permitted or authorized by the laws of the State of Idaho now in effect, or as the same may be hereafter amended from time to time.

ARTICLE IV - DURATION

The duration of this corporation is perpetual.

ARTICLE V - CAPITAL STOCK

1. The authorized capital of this corporation shall be two hundred (200) shares of common stock at no par value.

2. All shares shall have full voting rights and shall be equal to one another with respect to voting rights.

3. Shares of this corporation shall be entitled to receive dividends out of funds legally available for payment thereof, payable at the discretion of the Board of Directors.

4. No shareholder shall have any pre-emptive or similar right to purchase or subscribe for any shares of stock or securities convertible into stock of the corporation.

5. Shares of the corporation's stock shall be non-assessable.

ARTICLE VI - BOARD OF DIRECTORS

1. The corporation shall have a seven (7) person Board of Directors. The directors shall be elected to staggered terms in the following fashion: At the Organizational Meeting of Incorporators and Subscribers, three directors shall be elected to three-year terms, two shall be elected to two-year terms, and two shall be elected to one-year terms. Thereafter, the shareholders shall each year elect for three-year terms the number of directors whose terms of office expire during such year.

2. Election of directors must be by cumulative voting.

3. A person who is not a shareholder may serve as a director if elected.

4. No contract or other transaction between the corporation and any other firm or corporation, whether or not an affiliate, subsidiary or parent corporation, shall in any way be affected or invalidated by the fact that any of the directors or officers of this corporation are pecuniarily or otherwise interested in, or are directors or officers or owners of, such other firm or corporation. Any directors, individually, or any firm or corporation or other business entity of which any director or officer may be a shareholder, officer, director or member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority of the members thereof; and any director of this corporation who is also a shareholder, owner, director, officer or member of such other firm, corporation, or entity, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, with like force and effect as if he were not so connected with such other firm, corporation, or entity or were not so pecuniarily or otherwise interested.

5. The Board of Directors of this corporation is empowered and authorized to adopt, alter, amend, and repeal the By-laws of this corporation; to elect officers of the corporation; to fix the compensation of its directors and officers; to allot the capital stock of the corporation to such persons and for such consideration as the Board of Directors may from time to time determine and as may be lawful; and to do all other such things and to exercise all other powers, consistent with law and these Articles of Incorporation, as may be necessary and expedient in the course of the management and operation of this corporation, without the necessity of meetings of stockholders to approve or ratify the same, to the maximum extent permitted by the laws of the State of Idaho, as if each and every of such things and powers were expressly set forth herein.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The names and post office addresses of each of the initial directors of this corporation, who shall serve until the first election of directors, are as follows:

Stanley Heeringa
10526 - 108th S.W.
Tacoma, Washington 98498

Thelma Thompson
6503 Robertson
Boise, Idaho 83705

Merlyn Knight
3850 S. Fraser
Aurora, Colorado 80011

Ronald Wickstrom
12022 - 44th Avenue S.
Seattle, Washington 98178

Lloyd Burki
29064 S.E. 208th
Maple Valley, Washington 98038

Rick Behling
2207 Central Ave., Apt 210
Billings, Montana 59103

Gladys Mendenhall
3249 Cherry Lane #21
Boise, Idaho 83705

ARTICLE VIII- OFFICERS

The officers of this corporation shall be a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers and assistant officers as may from time to time be designated by the Board of Directors. Except for the office of President, more than one office may be held by the same person. The duties and authority of the officers shall be as prescribed by the Board of Directors and the Bylaws of the corporation.

ARTICLE IX - LIABILITY OF SHAREHOLDERS

The private property of the shareholders of the corporation shall not be subject to payment of corporate debts or obligations.

ARTICLE X - MEETINGS OF SHAREHOLDERS

The annual meeting of the shareholders of the corporation shall be at such time and place, within or without the State of Idaho, as may be provided for in the By-laws of the corporation. Any special meeting of the shareholders may be held at such place and in such manner as provided for in the By-laws of the corporation, or may be held in the manner provided by the corporation laws of the State of Idaho.

ARTICLE XI- AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended at any annual or special meeting of the stockholders in the manner provided by the corporation laws of the State of Idaho.

ARTICLE XII- RESTRICTIONS ON TRANSFERABILITY OF STOCK

No subscription for purchase of shares of this corporation's stock shall be accepted, and no stock shall be otherwise issued, unless the purchaser or registered owner of said stock shall have first entered into a contract with this corporation accepting, and agreeing to be bound by, the following:

"In consideration of the Company's acceptance of this subscription, and in further consideration of all other subscribers to shares of the Company's stock agreeing to the following provisions, for the mutual benefit of the Company and all shareholders, Subscriber irrevocably grants back to the Company, contemporaneously with its acceptance of this Stock Subscription, the right and option to purchase back the shares of stock herein subscribed for, such option to be exercisable in the event Subscriber's present employment or association with Royal Fork Buffet Restaurants, Inc., or any subsidiary thereof or any corporation under common control therewith, shall terminate or be terminated for any reason whatsoever except retirement at age 65, or death, the time of exercisability of said option being on the date of such termination and a term of ten years thereafter. The price at which said shares may be purchased under such option shall be fixed at least annually by a vote of the shareholders of at least 85% of the outstanding stock in the Company. Such price shall be stated as a certain dollar amount per share of stock. In the event that the price shall not have been set by said 85% vote of the shareholders during the twelve months immediately preceding the Company's exercise of this purchase option, then and only then the price at which said shares may be purchased by the Company shall be equal to the book value of said shares being purchased at the time the option is exercised. "Book value" is defined as the proportionate share of the Company's net worth, evidenced by the number of shares being purchased as compared with the total number of shares then issued and outstanding, as shown on its most recent financial statements prepared in accordance with generally accepted accounting principles, without giving effect to any unrealized appreciation in market value of assets over the cost thereof. Subscriber further agrees that, during the continuance of his said employment or association, or thereafter, he or she shall not sell said shares to any other party unless the same be first offered to the Company for purchase at the same terms offered to such other party. The Company shall have 30 days in which to accept or reject such offer, and if such shares be so sold to another party, the Company shall notwithstanding rejection or non-acceptance of such offer, have an option to purchase said shares from the transferee thereof, and his or her successors and assigns, for a term of ten years from the date of such transfer, on the same terms as above provided with respect to the option to purchase exercisable in event of termination of Subscriber's employment or association with Royal Fork Buffet Restaurants, Inc., or any of its subsidiaries, or other corporations under common control therewith. It is expressly agreed that the Company shall have the right to assign the purchase rights herein granted to it. The Company accepts this subscription only upon Subscriber's prior agreement to the provisions of this paragraph, and subject thereto, as a material consideration for the Company's said acceptance, and it is understood and agreed that an appropriate legend shall appear on the face of any certificate or certificates of stock issued to Subscriber pursuant to this subscription, disclosing the existence of this agreement and restrictions on transferability of said shares resulting therefrom and under the restrictions of Article XI of the Articles of Incorporation of Western Equities, Inc."

ARTICLE XIII- INCORPORATORS

The names and addresses of each of the incorporators are as follows:


Jerry L. Caven
4646 Hillcrest View Drive
Boise, Idaho 83704

Thelma F. Thompson
355 North Orchard
Boise, Idaho 83704

Dwight F. Bickel
3125 Black Hills Drive
Boise, Idaho 83705

IN WITNESS WHEREOF, The undersigned incorporators have set their hands this 15 day of January, 1979.


JERRY L. CAVEN


THELMA F. THOMPSON


DWIGHT F. BICKEL

STATE OF IDAHO)

) ss.

COUNTY OF ADA)

On this 15 day of January, 1979, before me, the undersigned, a Notary Public in and for said State, personally appeared JERRY L. CAVEN, THELMA F. THOMPSON, and DWIGHT F. BICKEL, 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.

Notary Public for Idaho
Residing at Boise, Idaho