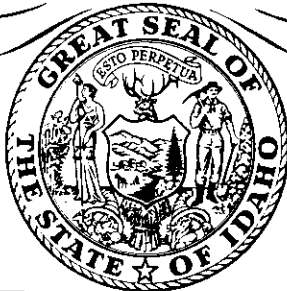


# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

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

**CITY CLUB OF ST. MARIES, INC.**

was filed in the office of the Secretary of State on the **Twenty-fifth** day of **November** A.D. One Thousand Nine Hundred **Fifty-nine** and duly recorded on Film No. **109** 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 **perpetual existence** from the date hereof, with its registered office in this State located at

**St. Maries,** in the County of **Bonewah.**

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 **25th** day of **November**, A.D., **1959**.

Secretary of State.

ARTICLES OF INCORPORATION  
of  
CITY CLUB OF ST. MARIES, INC.

KNOW ALL MEN BY THESE PRESENTS:

THAT, WE, the undersigned, of full age, at least two-thirds of whom are 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 in writing.

I.

The name of said corporation shall be CITY CLUB OF ST. MARIES, INC.

II.

The purposes for which said corporation if formed are to engage in the on-sale dispensing of alcoholic beverages and food, operating as a bar and restaurant, and generally to purchase or otherwise acquire restaurants and taverns, and to own, hold, lease, rent or sell such business or businesses, and to engage in all businesses and do all acts permitted by law. Additional to the foregoing, to have all of the powers of corporation provided by the laws of the State of Idaho, and particularly all of the rights and powers set forth in Idaho Code 30-114, and all laws amendatory thereof and supplemental thereto.

III.

The registered office and place where the principal business of said corporation is to be transacted is at St. Maries, Benewah

County, Idaho.

IV.

The duration of this corporation and the term of its existence is perpetual.

V.

The number of directors of said corporation shall be three. The number of directors may be increased by the shareholders at any regular meeting, or at any special meeting of which notice of such purpose of given. A director shall hold office for the term of which he was named or elected, and until his successor is elected and qualified.

VI.

The total authorized capital stock of the corporation is 1,000 shares of the par value of \$10.00 per share, making a total authorized capitalization of \$10,000.00. Each share entitles its holder to one vote without preference. The stock shall be common stock and shall be non-assessable.

VII.

The power to repeal and amend the by-laws and adopted by-laws is hereby conferred upon the board of directors.

VIII.

The following are the names and post office addresses with the number of shares subscribed for by each:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Thomas E. Sherry	230 5th, St. Maries, Idaho	499
Philip B. Campbell	2329 9th., Lewiston, Idaho	499
Robert Pomeroy	820 N, Lewiston, Idaho	2

IN WITNESS WHEREOF, we have hereunto set our hands and  
seals this 24<sup>th</sup> day of November, 1959.

Thomas E. Sherry (SEAL)  
Thomas E. Sherry

Philip B. Campbell (SEAL)  
Philip B. Campbell

Robert Pomeroy (SEAL)  
Robert Pomeroy

STATE OF IDAHO            )  
                                  : ss  
County of Nez Perce    )

On this 24<sup>th</sup> day of November, 1959, before me, the  
undersigned, a Notary Public in and for said State, personally  
appeared THOMAS E. SHERRY, PHILIP B. CAMPBELL and ROBERT POMEROY,  
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 first above written.

James H. Cunningham  
Notary Public in and for the State of  
Idaho, residing at Lewiston, therein.