



**CERTIFICATE OF INCORPORATION  
OF**

**POPPY'S CORRAL - PINEHURST, INC.**

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: **January 24, 1989**



*Pete T. Cenarrusa*  
\_\_\_\_\_  
SECRETARY OF STATE

by: *[Signature]*

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ARTICLES OF INCORPORATION  
OF  
POPPY'S CORRAL - PINEHURST, INC.

KNOW ALL MEN BY THESE PRESENTS, that GRANT E. MOERING, the undersigned, a full age citizen of the United States, this day, for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, does hereby certify:

ARTICLE I.

That the name of the corporation shall be POPPY'S CORRAL - PINEHURST, INC.

ARTICLE II.

The purposes for which the corporation is organized shall be, and include, the transaction of any and all lawful business for which a corporation may be incorporated under "The Idaho Business Corporation Act".

ARTICLE III.

This corporation shall have perpetual existence.

ARTICLE IV.

The location and post office address of the registered office in this State and principal place of business shall be East 5850 Mullan Trail Road, Coeur d'Alene, Idaho 83814; and the initial registered agent at such address is Grant E Moering

ARTICLE V.

There shall be only one class of capital stock of this corporation, which shall be designated as common stock, and such common stock shall be and consist of ONE HUNDRED THOUSAND (100,000) shares with a par value of ONE and no/100 DOLLARS totaling in the aggregate sum of ONE HUNDRED THOUSAND and no/100 DOLLARS (\$100,000.00).

ARTICLE VI.

The number of directors constituting the initial Board of Directors of the corporation shall be one (1). The number of directors and officers may from time to time be fixed by the By-Laws of the corporation at any number.

The name and address of the initial director is:

GRANT E. MOERING  
367 North Jensen Drive  
Hayden Lake, Idaho 83835

ARTICLE VII.

The address of the incorporator of the corporation in the State of Idaho is 367 North Jensen Drive, Hayden Lake, Idaho 83835; and the incorporator at such address is GRANT E. MOERING

ARTICLE VIII.

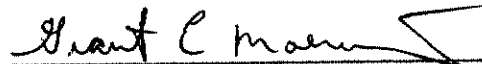
Subject to the power of the shareholders to amend, alter or repeal, the Board of Directors of this corporation shall have the power to amend such By-Laws defining the powers and duties of the

officers in the corporation and providing for such other matters regarding its affairs that they deem necessary and convenient, providing the same are not out of harmony with the laws of the State of Idaho, or these Articles of Incorporation.

ARTICLE IX.

An amendment altering the Articles of Incorporation of this corporation in any respect may be adopted by vote of the holders of the majority of the outstanding shares unless specifically prohibited by law, then by such vote as law requires.

IN WITNESS WHEREOF, the incorporator has executed this instrument, in triplicate, at Coeur d'Alene, Idaho, on this 14 day of December, 1988.

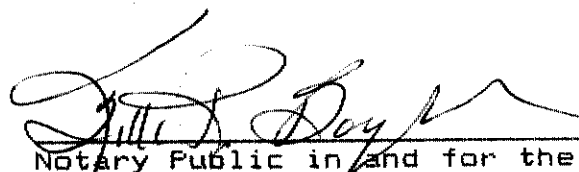
  
GRANT E. MOERING

STATE OF IDAHO  
County of Kootenai

)  
) ss.  
)

On this 14th day of December, 1988, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared GRANT E. MOERING, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official notarial seal the day and year in this certificate first-  
above written.



Notary Public in and for the  
State of Idaho.

Residing at: *Post Falls Id*

Commission expires: *2-24-94*

JAN 24 9 29 AM '89

POPPY'S CORRAL - HAYDEN, INC. SECRETARY OF STATE  
East 5850 Mullan Trail Road  
Coeur d'Alene, Idaho 83814

January 19, 1989

Secretary of State  
Statehouse - Room No. 3  
Boise, Idaho 83720

ATTENTION CORPORATION CLERK

Re: Poppy's Corral - Pinehurst, Inc.

Dear Clerk:

I have been advised that you have requested authorization from the duly appointed officers and incorporators of Poppy's Corral - Hayden, Inc. for use of the corporate name Poppy's Corral - Pinehurst, Inc. by another entity due to the similarity of the two names.

By this writing, the undersigned, as the incorporator, sole director and officer of Poppy's Corral - Hayden, Inc., do hereby grant permission for use of the corporate name Poppy's Corral - Pinehurst, Inc. by another entity.

Additionally, as the sole incorporator of Poppy's Corral - Pinehurst, Inc., I would respectfully request that the Articles of Incorporation of the same be filed in your office at the earliest date possible.

Thank you for your assistance in this matter.

Sincerely,

*Grant E. Moering*  
GRANT E. MOERING  
President