



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**GOLDEN GATE SOURDOUGH PIZZA, 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: July 19, 1991



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Elizabeth M. Jabale*

**ARTICLES OF INCORPORATION  
OF  
GOLDEN GATE SOURDOUGH PIZZA, INC.**

**JUL 15 2 05 PM '81  
SECRETARY OF STATE**

We, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the incorporation Laws of the State of Idaho, do hereby agree, certify and declare as follows:

**ARTICLE I**

The name of the corporation is: **GOLDEN GATE SOURDOUGH PIZZA, INC.**

**ARTICLE II**

The existence of the corporation shall be perpetual unless terminated pursuant to law.

**ARTICLE III**

The purpose for which the corporation is organized is to do any or all of the things hereinafter mentioned:

- (a) That the above corporation will be an Idaho based corporation.
- (b) The above corporation will be primarily, but not limited to a pizzeria restaurant.
- (c) To acquire by purchase, exchange of shares, merger, or otherwise, the majority of the outstanding capital stock of, or to acquire the good will, rights and property and to undertake the whole or any part of the assets and liabilities of, any insurance company, bank, or other lending institution exempt from registration as an investment company pursuant to Title 15, Section 80 a, Federal Code Annotated: to pay for the same in cash, the stock of this corporation, bonds or otherwise; to hold or in any manner dispose of the whole or any part of the property so purchased or acquired; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business or businesses.
- (d) To guarantee, purchase or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock, bonds or other evidences of indebtedness created by other corporations and while the holder of such stock to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do. Provided, however, the corporation shall not be or become an investment company as that term is defined in Title 15, Section 80a, Federal Code Annotated, and its acquisition of securities shall be incidental to the businesses hereinabove enumerated.
- (e) To purchase, take, own, hold, improve, manage, deal in, mortgage, or otherwise pledge, and to lease, sell, exchange, convey or transfer or in any manner whatever dispose of real and personal property within or without the State of Idaho.
- (f) To make, enter into and perform contracts of every kind for any lawful contracting party.
- (g) To borrow money for any purposes of the corporation and to draw, make, accept, endorse, discount, execute, issue, sell, pledge or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable, transferable, or non-transferable instruments and evidences of indebtedness and

to secure the payment thereof and the interest thereon by mortgage or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation at the time owned or thereafter acquired.

(h) To purchase or otherwise acquire, hold, own, sell,, issue and transfer the shares of its capital stock.

(i) To aid in any manner any corporation, association, firm or individual, any of whose securities, evidences of indebtedness, obligations of stock are held by the corporation directly or indirectly, or in which, or in the welfare of which the corporation shall have any interest, and to guarantee securities, evidences of indebtedness and obligations of other person, firms associations and corporations.

(j) To lend any of its funds, either with or without interest or security.

(k) To do any and all things to legally accomplish any of the purposes or advance any of the business herein mentioned, and to do any of the things therein set forth as principal, agent, contractor, trustee or otherwise, alone or in the company with others.

(l) That the above corporation may be able to enter into and operate any kind of business, as long as it is legal, that would benefit the corporation at any given time.

The objects and purposes specified herein shall be regarded as independent objects and purposes, and except where otherwise expressed, shall be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these articles of incorporation. The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the laws of the State of Idaho, except as herein specifically provided.

#### ARTICLE IV

The corporation shall have an authorized capitalization of 100 shares of stock with no par value. The corporation may acquire shares of its stock and hold the same as treasury stock. Treasury stock may be sold for such consideration as the board of directors may deem to the best interests of the corporation. Any consideration received from the sale of or from subscription payments or previously issued stock shall be allocated to the surplus of the corporation.

#### ARTICLE V

The preferences, limitations, and rights in respect to share of capital stock named in Article IV hereof shall be as follows:

(1) All stock when issued shall be fully paid and nonassessable. All dividends shall be payable at the discretion of the Board of Directors at such times, in such amounts, and in form of cash, property, or stock of the corporation as it deems advisable, subject to the provisions of these Articles of Incorporation and no holder of stock shall have the right to accumulate dividends. The provisions of this paragraph Article V shall apply to all dividends whether payable in cash, or other property, or in stock of the corporation.

(2) In the event of liquidation, dissolution, or winding up of the affairs of the corporation, all outstanding shares of capital stock shall share equally in any assets available to stockholders.

(3) Each share of outstanding stock shall entitle the holder thereof to one vote in the affairs of the corporation.

(4) The Board of Directors may, in its discretion by resolution determine that any unissued securities of the corporation shall be offered for subscription solely to the holders of capital stock of the corporation based on stock ownership as said Board in its discretion may determine.

#### ARTICLE VI

The corporation will not commence business until consideration of at least one thousand dollars has been received for the issuance of shares.

#### ARTICLE VII

The powers of the corporation shall be exercised by a board of directors of not less than two (2) nor more than ten (10) directors. Directors shall be elected by the stockholders at the annual stockholders' meeting, and shall serve for a term of one year. Directors may be removed for any reason by the stock holders at any special stockholders' meeting called for that purpose and replacement directors may be elected at any such meeting.

#### ARTICLE VIII

The officers of the corporation shall consist of a president, one or more vice presidents, and a secretary. The president, one vice president appointed by the president, and the secretary shall be members of the board of directors. The board of directors may employ such other and additional officers and employees as it shall deem advisable to carry on the business of the corporation. The board of directors may determine the compensation of its members and of all officers and employees of the corporation.

#### ARTICLE IX

The annual meeting of the stockholders of the corporation shall be held at such place, within or without the State of Idaho, and at such times as may be prescribed in the Bylaws of the corporation. The secretary of the corporation shall give notice of said meeting to each stockholder of record not less than ten (10) nor more than twenty (20) days prior to said meeting. Notice shall be given by ordinary mail addressed to the last known address of each stockholder of record.

#### ARTICLE X

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or as a representative of a corporation or company in which the corporation may have an interest, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a stockholder, officer or director, is in any way interested in such transaction or contract. Prior notice of said interest must be given to the Board of Directors.

#### ARTICLE XI

The Board of Directors may from time to time grant options to purchase unissued shares of its stock, consistent with the requirements of law, as it may deem advisable, such options to be granted solely to advance the interests of the corporation. No option shall be granted for a price less than the market price of said stock at the time of granting of the

option, and no option shall be granted for a period exceeding five years. The board of directors is empowered to issue stock in honor of such options from the unissued stock of the corporation.

#### ARTICLE XII

The corporation may purchase or otherwise acquire and hold its own shares, and may dispose of the same in the manner and for such consideration as the Board of Directors deem to the best interest of the corporation.

#### ARTICLE XIII

The initial registered office of the corporation shall be at 7037 Ustick Rd., Boise, ID, 83704. The name its initial registered agent at such address is: Eric L. Wise.

#### ARTICLE XIV

The corporation shall commence business with a board of directors consisting of two (2) members. The persons who are to serve as directors until their successors are elected and duly qualified are as follows:

Eric L. Wise  
Maurine C. Wise

#### ARTICLE XV

The names of the incorporators and their places of residence are as follows:

Eric L. Wise  
7037 Ustick Road Boise, ID 83704

Maurine C. Wise  
7037 Ustick Road Boise, ID 83704

#### ARTICLE XVI

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed by law and all rights conferred on officers, directors, and stockholders herein are granted subject to the reservation.

Dated this 19<sup>th</sup> day of July 1991.

Maurine C. Wise

Eric L. Wise

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