

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

CROWN SYSTEMS, 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: June 3, 1987



*Pete T. Cenarrusa*  
SECRETARY OF STATE

by: *Judith Mankins*

**ARTICLES OF INCORPORATION**

**OF**

**CROWN SYSTEMS, INC.**

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We, the Undersigned natural persons of the age of twenty-one years or more, acting as Incorporators of a Corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

**ARTICLE I**

**NAME**

The name of this corporation is CROWN SYSTEMS, INC.

**ARTICLE II**

**DURATION**

The duration of this Corporation is "perpetual".

**ARTICLE III**

**PURPOSES**

The Corporation shall have unlimited power to engage in and do any lawful act concerning any or all lawful business for which corporations may be organized under this Act, including but not limited to:

- a. Enter into any lawful arrangement for sharing profits, union of interest, reciprocal association

or cooperative association of any corporation, association, partnership, individual or other legal entity for the carrying on of any business.

b. Engage in the business activity of marketing restaurant equipment and sheet metal.

c. Acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stocks or other securities, including, without limitations, any shares of stocks, bonds, debentures, notes, mortgages or other obligations and any certificates, receipts or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefore in any lawful manner or to issue in exchange therefore its own securities or to use its unrestricted and unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

d. Do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects

herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this Corporation and to do said acts as fully and to the same extent as natural persons might or could do in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

e. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation and the enjoyment and exercise thereof as conferred by the laws of the State of Idaho and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

#### ARTICLE IV

##### STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 50,000 shares of par value stock at \$1.00 per share, for an aggregate par value of \$50,000.00.

**ARTICLE V****PRE-EMPTIVE RIGHTS**

There shall be no pre-emptive rights.

**ARTICLE VI****INITIAL OFFICE AND AGENT**

The address of this Corporation's initial registered office and the name of its original registered agent at such address is:

John H. Price  
1480 Lindsay Blvd.  
Idaho Falls, Idaho 83402

**ARTICLE VII****DIRECTORS**

The number of Directors constituting the initial Board of Directors of this Corporation is 3. The names and addresses of persons who are to serve as Directors until the first annual meeting of stockholders or until their successors are elected and qualify are:

- A. John H. Price  
P.O. Box 1212  
Idaho Falls, Idaho 83402
- B. Mark M. Price  
P.O. Box 1212  
Idaho Falls, Idaho 83402
- C. George S. Price  
P.O. Box 1212  
Idaho Falls, Idaho 83402

**ARTICLE VIII****INCORPORATORS**

The name and address of each incorporator is:

- A. John H. Price  
P.O. Box 1212  
Idaho Falls, Idaho 83402
- B. Mark M. Price  
P.O. Box 1212  
Idaho Falls, Idaho 83402
- C. George S. Price  
P.O. Box 1212  
Idaho Falls, Idaho 83402

Each of the above-named incorporators have subscribed for 1 share of common stock of this corporation.

**ARTICLE IX****COMMON DIRECTORS****TRANSACTIONS BETWEEN CORPORATIONS**

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable, (a) because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of

such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

DATED the 29 day of MAY, 1987.

  
JOHN H. PRICE

  
GEORGE S. PRICE

  
MARK M. PRICE

STATE OF Idaho )  
COUNTY OF Bonneville ) ss.

On the 24 day of May, 1981, personally appeared before me John H. Price, the signer of the within instrument, who duly acknowledged to me that he executed the same.

Maria Warrick  
Notary Public  
Residing at: Idaho Falls

My commission expires: March 10 1992

STATE OF Idaho )  
COUNTY OF Bonneville ) ss.

On the 29 day of May, 1981, personally appeared before me Mark M. Price, the signer of the within instrument, who duly acknowledged to me that he executed the same.

Maria Warrick  
Notary Public  
Residing at: Idaho Falls

My commission expires: March 10, 1992

STATE OF Idaho )  
COUNTY OF Bonneville ) ss.

On the 29 day of May, 1981, personally appeared before me George S. Price, the signer of the within instrument, who duly acknowledged to me that he executed the same.

Maria Warrick  
Notary Public  
Residing at: Idaho Falls

My commission expires: March 10 1992