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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
EARL'S RESTAURANT (BOISE) INC.**

The undersigned, acting as the incorporator under the Idaho Business Corporation Act of a corporation to be incorporated under the laws of the State of Idaho, adopts these Articles of Incorporation.

**Article I.
Name**

The name of the Corporation is Earl's Restaurant (Boise) Inc.

**Article II.
Authorized Capital**

The Corporation shall have authority to issue 10,000,000 shares of common stock with no par value, and which shall have unlimited voting rights, with each share having one vote, and shall be entitled to receive the net assets of the Corporation upon dissolution.

**Article III.
Registered Office and Agent**

Initial Registered Agent. The street address of the initial registered office of the Corporation is 877 W. Main, Suite 1000, Boise, Idaho 83702, and the name of the Corporation's initial registered agent at that address is Michael M. Stoddard.

**Article IV.
Incorporator**

The name and address of the incorporator is Michael M. Stoddard, an individual, Hawley Troxell Ennis & Hawley LLP, 877 W. Main Street, Suite 1000, Boise, ID 83702.

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**Article V.
Purpose -- Powers**

A. Purpose. The purpose for which the Corporation is organized is to engage in any lawful business or businesses.

B. Powers. The Corporation shall have and may exercise all powers and rights granted or otherwise provided by the Idaho Business Corporation Act as in effect from time to time and any successor law (the "Act").

**Article VI.
Preemptive Rights**

The Corporation shall not have preemptive rights.

**Article VII.
Board of Directors**

The corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a board of directors which shall consist of one or more members, with the number specified or fixed in accordance with the bylaws.

The directors shall be elected at each annual meeting of the shareholders. Each director shall continue to serve until such director's successor is elected and qualifies.

The names and addresses of the members of the initial board of directors are as follows:

<u>Name</u>	<u>Address</u>
Jim Nagy	c/o Earl's Restaurant (North Pima) Inc. 15784 North Pima Road Scottsdale, AZ 85260
Leroy Fuller	c/o Earl's Restaurants Ltd. 108B - 949 W. 3rd Street N. Vancouver, BC Canada V7P 3P7

**Article VIII.
Cumulative Voting**

Cumulative voting shall not be permitted in the election of directors.

**Article IX.
Limitation on Director Liability**

No director shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

**Article X.
Indemnification**

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Act permitted the Corporation to provide prior to such amendment).

**Article XI.
Quorum and Voting Requirements for Shareholders' Meetings**

A. Quorum. Except as bylaws adopted by the shareholders may provide for a greater quorum requirement, a majority of the votes entitled to be cast on a matter by a voting group shall constitute a quorum of that voting group for action on that matter at any meeting of shareholders. (When used in these Articles of Incorporation, the term "voting group" or "voting groups" shall have the meaning assigned by the Act.)

B. Voting. Except as bylaws adopted by the shareholders may provide for a greater voting requirement and except as is otherwise provided by the Act, action by a voting group on a matter other than the election of directors is approved if a quorum exists and if the votes cast within the voting group favoring the action exceed the votes cast within the voting group opposing the action.

C. Change in Quorum or Voting Requirements. Any amendment to these Articles of Incorporation or any bylaw adding, changing or deleting a greater quorum or voting requirement for shareholders shall meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever are greater. Any such bylaw fixing a greater quorum or voting requirement for shareholders shall not be amended by the board of directors of the Corporation.

**Article XII.
Effective Date**

The existence of the Corporation shall be effective at the time and date of filing these Articles of Incorporation by the office of the Idaho Secretary of State.

The undersigned incorporator, who is a natural person over the age of eighteen years, has executed these Articles of Incorporation on May 27, 1999.



Michael M. Stoddard, Incorporator