



Department of State.

**CERTIFICATE OF AUTHORITY
OF**

Q. S. C., INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **Q. S. C., INC.**

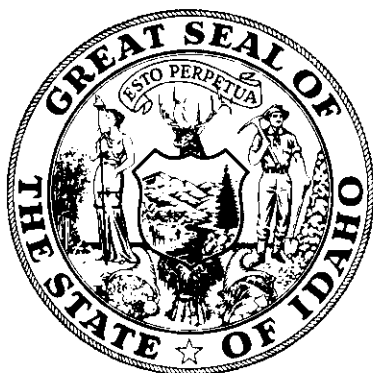
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **Q. S. C., INC.**

to transact business in this State under the name **Q. S. C., INC.**

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated **May 17, 1984**



Pete T. Cenarrusa

SECRETARY OF STATE

Denise Hiner

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Q.S.C., INC.
2. *The name which it shall use in Idaho is Q.S.C., INC.
3. It is incorporated under the laws of the State of Washington
4. The date of its incorporation is March 26, 1976 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is West 707 Third Avenue, Spokane, Washington
6. The street address of its proposed registered office in Idaho is 410 South Orchard, Suite 128, Boise, Idaho, and the name of its proposed registered agent in Idaho at that address is Dale F. Nagy
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Fast Food Restaurants

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Dale F. Nagy</u>	<u>President</u>	<u>410 S. Orchard, Boise, ID, 83705</u>
<u>Daniel Nagy</u>	<u>Vice President</u>	<u>c/o Wendy's Old Fashioned Hamburgers</u>
	<u>Secretary/</u>	<u>W. 707 Third Avenue, Spokane, WA</u>
<u>Robert VanArnem, Jr.</u>	<u>Treasurer</u>	<u>410 S. Orchard, Boise, ID, 83705</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>10,000</u>	<u>A</u>	<u>\$2.00</u>
<u>4,000</u>	<u>B</u>	<u>\$2.00</u>
<u>6,000</u>	<u>C</u>	<u>No par value</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>10,000</u>	<u>A</u>	<u>\$2.00</u>
<u>4,000</u>	<u>B</u>	<u>\$2.00</u>
<u>1,000</u>	<u>C</u>	<u>None</u>

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated April 2, 19 84.

Q.S.C., INC.

By

Dale F. Nagy

Its President

and

Robert VanArnem, Jr.

Its Secretary

STATE OF IDAHO)

)ss:

COUNTY OF ADA)

I, Donna Piccione, a notary public, do hereby certify that on this 2nd day of April, 19 84, personally appeared before me Dale F. Nagy, who being by me first duly sworn, declared that he is the President of Q.S.C., INC., and Robert VanArnem, Jr., who being by me first duly sworn, declared that he is the

Secretary of Q.S.C., Inc.

that he signed the foregoing document as said officers of the corporation and that the statements therein contained are true.

Donna Piccione
Notary Public

*Pursuant to section 30-1-108(b)(1), **Idaho Code**, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

MEMO



STATE OF WASHINGTON
OFFICE OF SECRETARY OF STATE

CORPORATIONS & TRADEMARKS DIVISION
OLYMPIA, WASHINGTON 98504

OFFICIAL CERTIFICATION OF THIS DOCUMENT,
AS TO ITS PREPARATION BY THE OFFICE OF
THE SECRETARY OF STATE, APPEARS ON THE
BACK OF THE LAST PAGE.

34 MAY 17 49
SECRETARY OF
STATE

ARTICLES OF INCORPORATION

of WENDCO, INC.
a domestic corporation of Spokane, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain
on file in this office.

Filed at request of _____
Felice & Felice, Attys. At Law
555 Lincoln Bldg.
Spokane, WA 99201

Attn: Victor J. Felice

Filing and recording fee \$50.00

License to June 30, 1976 \$30.00

Excess pages @ 25¢ \$

Microfilmed, Roll No. 1211

Page 0322-100

SSF-57 B (6-69)

In witness whereof I have signed and have
affixed the seal of the State of Washington to
this certificate at Olympia, the State Capitol,
March 26, 1976

BRUCE K. CHAPMAN
SECRETARY OF STATE

FILED

MAR 26 1976

SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES OF INCORPORATION

of

WENDCO, INC.

The undersigned, THOMAS K. FINNERTY and TIMOTHY O. FINNERTY, each being over the age of twenty-one (21) years, for the purpose of forming a corporation under the laws of the State of Washington, and in pursuance thereof does hereby sign and deliver in triplicate to the Secretary of State of the State of Washington the following Articles of Incorporation, and do state as follows:

I.

The name of the corporation shall be WENDCO, INC.

II.

The corporation shall have perpetual existence.

III.

The purposes for which the corporation is organized are as follows:

1. To engage in the business of buying, selling at wholesale or retail, any and all kinds and types of food or food products; and to maintain, own, lease or operate such facilities, buildings, offices or warehouses necessary to the implementation of buying and selling of food and food products; and to conduct such other or additional operations deemed necessary for the business activity to be conducted as stated herein.

2. To engage in generally and to carry on any lawful trade which may in the judgment of the Board of Directors, at any time, be necessary, useful or advantageous to this corporation.

3. To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage, or otherwise dispose of and deal in, lands and leaseholds, and any interest, estate and rights in real property and any personal or mixed property, and any franchises, rights, business or privileges necessary, convenient and appropriate for any of the purposes herein expressed.

4. To acquire by purchase, subscription, or otherwise, and to hold for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge, or otherwise deal with or dispose of stocks, bonds, or any obligations or securities of any corporation or corporations; and to merge or consolidate with any corporation in such manner as may be provided by law.

5. To borrow money, and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, except as may be prohibited by statute, and to secure the same by mortgage, pledge or otherwise, and generally to make and perform agreements and contracts of every kind and description.

6. To conduct and carry on its business, or any part thereof, and to have one or more offices, and to exercise all or any of its corporate powers and rights in the State of Washington, and in the various states, territories, colonies and dependencies of the United States, in the District of Columbia, and in all or any foreign countries or country.

7. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the

attainment of any of the objects, of the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms or individuals, and to do every act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof.

8. In furtherance of and not in limitation of the general powers conferred by the laws of the State of Washington, it is expressly provided that this corporation shall also have the following powers:

(a) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the stock of this corporation, provided that money or property of the corporation shall not be used for purchase of shares of its own stock when such use would cause any impairment of the capital of the corporation. The corporation shall not be entitled to vote, either directly or indirectly, on any shares of its own stock which it may hold.

(b) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge, and otherwise deal in the bonds, debentures, notes, and other securities and obligations of this corporation.

(c) To borrow money and give security therefor.

(d) To enter into, make, perform and carry out contracts of every kind of any lawful purpose pertaining to its business, with any individual, entity, firm, association or corporation, or with any government, municipality or public authority, domestic or foreign.

(e) To do everything necessary, proper, convenient or incidental to the accomplishment of this corporation, or which is calculated directly or indirectly to promote the welfare or interests of the corporation, or enhance the value or render profitable any of its property or rights.

(f) To do any and all of the things in this Article set forth to the same extent a natural person might or could do and in any part of the world as principals, agents, contractors, trustees, or otherwise, either alone or in the company with others.

PROVIDED, HOWEVER, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business, to exercise any power or do any act which a corporation formed under the Uniform Business Corporation Act of the State of Washington, or any amendment thereto or substitute therefor may not at any time lawfully carry on or do.

IV.

The shareholders of the corporation shall have preemptive rights to acquire additional shares offered for sale by the corporation.

V.

The location of the post office address of the registered office of the corporation in the State of Washington shall be: 717 East 40th Avenue, Spokane, Washington, 99203.

The registered agent of the corporation shall be THOMAS FINNERTY, 717 East 40th Avenue, Spokane, Washington, 99203.

VI.

1. The aggregate number of shares which the corporation shall have authority to issue is Five Thousand (5,000) shares.

2. Such shares are to consist of one class only, to be known as common stock, and such shares are to have a par value of Ten and no/100 Dollars (\$10.00) per share.

3. The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, and in any manner now or hereafter prescribed or permitted by statute. All rights of stockholders of the corporation are granted subject to this reservation.

VII.

This corporation will not commence business until consideration of the value of at least Five Hundred and no/100 Dollars (\$500.00) has been received for the issuance of its shares.

VIII.

1. The number of Directors of the corporation shall be fixed as provided by the By-Laws and may be changed from time to time by amending the By-Laws, as therein provided, but the number of Directors shall not be less than three (3) nor more than nine (9).

2. In furtherance of and not in limitation of the powers conferred by the laws of the State of Washington, the Board of Directors is expressly authorized to make, alter, and repeal the By-Laws of the corporation, subject to the power of the stockholders of the corporation to change or repeal such By-Laws.

3. The corporation may enter into, contract and otherwise transact business as vendor, purchaser, or otherwise with its directors, officers and stockholders and with the corporations, associations, firms, and entities in which they are or may become interested as directors, officers, shareholders, members or otherwise as freely as if those such adverse interests did not exist, even though the vote, action or presence of such directors, officers or stockholders may be necessary to obligate the corporation upon such contracts or transactions; and in the absence of fraud, no such contracts or transactions shall be avoided, and no such director, officer or stockholder shall be held liable to account to the corporation, by reason of such adverse

interests or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of the corporation (but not in the case of stockholders who are not directors or officers) the nature of the interest of such directors or officers, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the corporation at the meeting thereof at which such contract or transaction was authorized or confirmed. A general notice that a director or officer of the corporation is interested in any corporation, firm or entity, shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with the corporation, association, firm or entity.

4. Any contract, transaction or act of the corporation or of the directors, or of any officers of the corporation which shall be ratified by a majority of a quorum of the stockholders of the corporation at any annual meeting, or at any special meeting called for such purpose, shall, insofar as permitted by law, be as valid and binding as though ratified by every stockholder of the corporation.

5. The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who, at the request of the Board of Directors of the corporation, may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock, or of which it was or may be a creditor,

and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers, or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise.

6. The first directors of this corporation shall be three (3) in number and their post office addresses are as follows:

<u>Name</u>	<u>Address</u>
THOMAS K. FINNERTY	717 E. 40th, Spokane, Wash. 99203
TIMOTHY O. FINNERTY	11510 E. 4th, Spokane, Wash. 99206
THOMAS D. FINNERTY	717 E. 40th, Spokane, Wash. 99203

7. The term of the first directors shall be until the first annual meeting of the stockholders of the corporation, and until their successors or replacements are elected and qualified, unless said directors shall sooner resign or are removed.

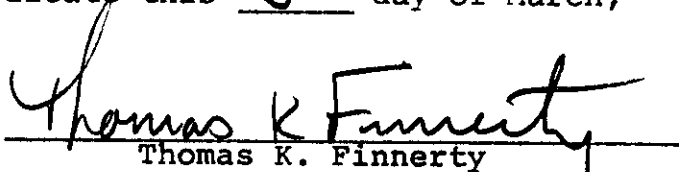
IX.

The name and post office address of the incorporators is as follows:

THOMAS K. FINNERTY 717 E. 40th, Spokane, Wash. 99203

TIMOTHY O. FINNERTY 11510 E. 4th, Spokane, Wash. 99206

IN WITNESS WHEREOF the incorporators hereinabove named have set their hand in triplicate this 5th day of March, 1976.


Thomas K. Finnerty


Timothy O. Finnerty



'94 MAY 17 AM 11 48

STATE of WASHINGTON **SECRETARY OF STATE**

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF AMENDMENT

to

Q. S. C., INC.

a Washington **profit** corporation. Articles of Amendment were filed for record in this office on the date indicated below.
Reclassifying shares and reducing capital to \$38,000.00

Corporation Number: **2-254981-0**

Date: **July 11, 1983**

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State

1689
301-306

FILED

JUL 11 1983

SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES OF AMENDMENT

OF Q.S.C., INC.

Pursuant to § 23A.16.040 of the Washington Business Corporation Act, Q.S.C., Inc., a Washington corporation, hereby adopts the following Articles of Amendment to its Articles of Incorporation:

I.

The name of the Corporation is Q.S.C., Inc.

II.

The following Amendment to the Articles of Incorporation was approved and adopted by the stockholders of the Corporation on the 23rd day of March, 1983, in the manner prescribed by the laws of the State of Washington:

1. The former provisions of Article VI of the Articles of Incorporation of Q.S.C., Inc. are hereby repealed and deleted and are replaced in their entirety by the following provisions:

"VI.

The total authorized capital stock of this Corporation shall be divided in 20,000 shares. These shares are divided into three classes. Ten thousand (10,000) shares shall be Class A voting stock and shall be issued at a par value of \$2.00 per share. Four thousand (4,000) shares shall be Class B preferred nonvoting stock shall be issued at a par value of \$2.00 per share. Six thousand (6,000) shares shall be Class C preferred nonvoting stock and shall be issued at a no par value.

The holders of the shares of Class B preferred stock shall be entitled to a first preference upon any corporate dividends in the amount of 40% of the value of the shares per annum to be paid by issuing Class C stock in the amount of 40% of the number of outstanding Class B preferred shares. Such dividends shall be non-cumulative and set aside and paid in any year before any dividends shall be set aside or paid in that year for the shares of any other class of stock. The preferred status of this class of stock shall be for a limited duration. The preferred status shall last until 100% of the authorized shares of Class C stock have been issued and the Class B and Class C stock automatically convert into Class A stock, at which time said preferred status shall cease.

The holders of the shares of Class C preferred nonvoting stock shall be entitled to a second preference upon any corporate dividends, to be paid after the preference for the Class B stock has been fully satisfied. The amount of this preference shall be fifty cents (\$0.50) per share. Such dividends shall be noncumulative and shall be set aside and paid in any year before any dividends are paid on the shares of Class A stock. The preferred status shall cease when 100% of the Class C shares are issued, and the Class B and Class C stock automatically convert into Class A stock.

The Class B preferred nonvoting shares and the Class C preferred nonvoting shares shall be automatically convertible into Class A voting shares, without any action by the Board of Directors or shareholders of this Corporation. All Class B and Class C stock shall automatically convert into Class A stock when 100% of the shares of the authorized Class C stock have been issued.

The voting power of the shares of capital stock in this Corporation shall be vested wholly in the holders of the shares of Class A voting stock. Neither the Class B preferred nonvoting stock nor the Class C nonvoting stock shall have any voting power whatsoever."

III.

The date of the adoption of said Amendment by the shareholder of said Corporation is dated the 23rd day of March, 1983.

IV.

The number of shares outstanding of said Corporation is 2,000 shares. The number of shares entitled to vote on said Amendment was 2,000 shares.

V.

The number of shares voted for and against said Amendment respectively were as follows:

For Amendment:	2,000 shares
Against Amendment:	0 shares

VI.

Upon adoption of this Amendment, the current shareholders shall exchange the 2,000 shares presently issued for 10,000 shares of Class A voting stock. This exchange shall be accomplished by resolution of the Board of Directors of this Corporation immediately following the adoption of these Articles of Amendment by this Corporation. Until such time, those 2,000 issued shares shall represent ownership of the 10,000 shares of Class A voting stock authorized in these Articles of Amendment.

VII.

This Amendment shall effect a change in the amount of stated capital of the Corporation. The previously authorized shares of common stock had a par value of \$10.00 per share. Two thousand (2,000) of those shares were issued resulting in a stated capital of twenty thousand dollars (\$20,000). The 10,000 shares of Class A voting stock with a par value of \$2.00 per share issued in exchange for the previously authorized and issued common stock results in stated capital of twenty thousand dollars (\$20,000). A total of 4,000 shares of Class B nonvoting stock, with a par value of \$2.00 per share are authorized in these Articles of Amendment which will result in an increase in stated capital in the amount of \$8,000 when such shares are issued. The Class C nonvoting stock is authorized to have a no par value. At such time as the Board of Directors determine that said stock should be issued, a value will be placed upon that stock for stated capital purposes, resulting in a further increase in the Corporation's stated capital.

Dated this 29th day of April, 1983.

Q.S.C., INC.

By 
President

Attest:

By A. Robert Van Arman
Secretary

STATE OF IDAHO)

ss.

County of Ada)

On this 2nd day of April, 1983, before me, the undersigned, a Notary Public in and for said State, personally appeared Eric May and Robert B. Adams known or identified to me to be the President and Secretary, respectively, of Q.S.C., Inc., the corporation that executed the within instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year first above written herein.

Stephene M. Mose
Notary Public for Idaho

Residing at Boise, Idaho



STATE OF WASHINGTON

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS AND TRADEMARKS DIVISION
OLYMPIA, WA. 98504

STATEMENT AS TO THE VALUE OF NON PAR STOCK

I, Dale Nagy, acting in the capacity of
Director of the corporation
(Title, "Incorporator", "director", "representative"..)
entitled "Q.S.C., Inc."
(name of corporation)

state that to the best of my knowledge and belief the value received and to be
received by said corporation in return for the issuance of its non par value
stock does not exceed the sum of \$ 10,000.00.

July 6, 1983
(date)

[Signature]
(signature)

2-254981-0

FILE NUMBER



MAY 17 AM 11 48 DOMESTIC

SECRETARY OF
STATE
STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION

of WENDCO, INC.
a domestic corporation of Spokane, Washington,
Changing registered office address to % Wendy's Old Fashioned Hamburgers,
West 707 Third Avenue, Spokane, Washington 99204; designating Daniel
Nagy as registered agent and changing name to Q. S. C., INC.

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of _____
Donald E. Knickrehm
Hawley Troxell Ennis et al
PO Box 1617
Boise, ID 83701

Filing and recording fee \$ _____
License to June 30, 19____ \$ _____
Excess pages @ 25c \$ _____

Microfilmed, Roll No. 1648

Page 414 - 417

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

October 11, 1982

Ralph Munro

RALPH MUNRO
SECRETARY OF STATE

OCT 11 1982

SECRETARY OF STATE
STATE OF WASHINGTON 9

ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION
OF
WENDCO, INC.

Articles of Amendment of the Articles of Incorporation of WENDCO, Inc. are herein executed by said Corporation pursuant to the provisions of Wash. Rev. Code § 23A.16.040 and § 23A.16.050, as follows:

1. The name of the Corporation is WENDCO, INC.
2. Article I of the Articles of Incorporation is

amended to state the following:

I.

The name of the Corporation shall be
Q. S. C., Inc.

Article V of the Articles of Incorporation is amended to state the following:

V.

The location and the post office address of the registered office of the Corporation in the State of Washington shall be: c/o Wendy's Old Fashioned Hamburgers, West 707 Third Avenue, Spokane, Washington 99204.

The registered agent of the Corporation shall be Daniel Nagy, c/o Wendy's Old Fashioned Hamburgers, West 707 Third Avenue, Spokane, Washington 99204.

3. The date of the adoption of said amendment by the shareholder of said Corporation is June 17, 1982.

4. The number of shares outstanding of said Corporation is 2,000 shares. The number of shares entitled to vote on said amendment was 2,000 shares.

5. The number of shares voted for and against said amendment, respectively, were as follows:

For Amendment: 2,000 shares

Against Amendment: -0- shares

DATED June 17, 1982.

WENDCO, INC.

By _____
President

ATTEST:

x A. Albert Van Arman
Secretary

STATE OF Idaho)
County of Ada) ss.

On this 17th day of June, 1982, before me, the undersigned, a Notary Public in and for said State, personally appeared Dale F. Nagy and Robert Van Arman, Jr., known to me to be the President, and Secretary, respectively, of WENDCO, INC., the corporation that executed the within instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year first above written herein.

Lueth Servatius
Notary Public for Idaho
Residing at Meridian



Secretary of State
OLYMPIA, WASHINGTON 98504

CONSENT TO SERVE AS REGISTERED AGENT

I, Daniel Nagy, hereby consent to serve as
Registered Agent, in the state of Washington, for the following corporation,

Q. S. C., INC.

I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

October 4, 1982
(date)

[Signature]
(signature of agent)

c/o Wendy's Old Fashioned Hamburgers
West 707 Third Avenue
(registered office address)

Spokane, Washington 99204