

IN THE DISTRICT COURT OF THE THIRD JUDICIAL DISTRICT OF THE STATE OF  
IDAHO, IN AND FOR THE COUNTY OF ADA

In the Matter of the Application )  
for Dissolution of )

MC DONALD'S OF BOISE, IDA., )  
INC., a corporation. )

Civil No. 38693

DECREE OF DISSOLUTION

CLARENCE A. PLANTING, Clerk  
By MARGARET E. DAY  
Deputy

COPY  
No. 38693  
FILED  
A.M. 9:34 P.M.  
FEB 2 1967

The voluntary application, duly verified, filed in the above entitled Court in the above entitled matter on the 20th day of December, 1966, by McDonald's of Boise, Ida., Inc., a corporation, and Ray A. Kroc, Harry J. Sonneborn and June Martino, constituting a majority of the directors and officers having the management of the affairs of the corporation, praying among other things, that said McDonald's of Boise, Ida., Inc., be dissolved, came on regularly for hearing before the Court sitting without a jury on the 2nd day of February, 1967, on the said application and the records and files in said matter; Richards, Haga & Eberle of the City of Boise, County of Ada, State of Idaho, appeared as attorneys for said applicant.

It appeared to the Court from said application and the records and files in said matter, and the Court so finds, that said application was filed in this Court on the 20th day of December, 1966, that an order was duly given, made and entered on the 20th day of December, 1966, directing that said application be filed with the Clerk of this Court and that said Clerk give not less than thirty days' notice of such application by publication in The Idaho Observer, a weekly newspaper of general circulation printed and published in Boise, Ada County, State of Idaho, and that notice has been given and published as required by said order and the statutes of the State of Idaho in such case made and provided, and that the time for such publication has expired and that no objections have

been made or filed to said application, and the time allowed by law and by order and notice for filing of such objections has expired and that the default of all persons for failure to appear, plead or file their objections to said application has been duly entered according to law.

Oral and documentary evidence was thereupon introduced in support of the allegations contained in said application; and, the evidence having been closed, the cause was submitted to the Court for consideration and decision; and the Court having heard the evidence and proofs and examined all matters and proceedings herein mentioned, and duly considered the same and being fully advised in the premises, further finds:

1. That McDonald's of Boise, Ida., Inc., now is and at all times heretofore mentioned has been a corporation, duly organized and existing under and by virtue of the laws of the State of Idaho, and that its corporate office is situated at Boise, Ada County, Idaho.
2. That by unanimous written consent of the stockholders of McDonald's of Boise, Ida., Inc., dated November 30, 1966, the dissolution of said corporation was resolved upon by the unanimous vote of all the stockholders of said corporation.
3. That all claims and demands against said McDonald's of Boise, Ida., Inc., have been satisfied and discharged.
4. That the authorized capital stock of said corporation is now and at all times herein mentioned has been \$1,000.00, divided into 100 shares of common stock without par value; that the corporation has issued and there is outstanding 100 shares of the common stock of the company, that by unanimous written consent of all shareholders dated November 30, 1966, all of the votes of said capital stock were cast in favor of the liquidation and dissolution of the corporation, and

no votes were cast against said liquidation and dissolution, the said 100 shares constituting all of the capital stock of said corporation subscribed, issued and outstanding; said stockholders by such vote aforesaid adopted the resolution set forth in the certified copy of the Minutes of said meeting attached to the Application for Dissolution, marked Exhibit (A).

5. That the number of directors constituting the Board of Directors of said McDonald's of Boise, Ida., Inc., as specified in its Articles of Incorporation and By-Laws, is now, and at all times mentioned has been, three persons; that the names of the directors and officers now in office and post office addresses of each are as follows:

|                    |                                 |   |
|--------------------|---------------------------------|---|
| Ray A. Krock       | Director and President          | 221 North LaSalle Street<br>Chicago, Illinois |
| Harry J. Sonneborn | Director and Vice-<br>President | 221 North LaSalle Street<br>Chicago, Illinois |
| June Martino       | Director and Secretary          | 221 North LaSalle Street<br>Chicago, Illinois |

6. That the said named persons are respectively the directors and officers next preceding the filing of the application herein and have had and now have the management of the affairs of said corporation, and all of whom signed said application for dissolution.

7. That all of the statements made in said application for Dissolution of McDonald's of Boise, Ida., Inc., appear to be true and correct.

8. That said McDonald's of Boise, Ida., Inc., should be dissolved as an Idaho corporation.

WHEREFORE, on motion of Richards, Haga & Eberle, attorneys for applicant, McDonald's of Boise, Ida., Inc., IT IS HEREBY ORDERED, ADJUDGED AND DECREED:

1. That McDonald's of Boise, Ida., Inc., a corporation, heretofore organized and existing under and by virtue of the laws of the State of Idaho, shall be, and the same hereby is, dissolved.

2. That Ray A. Kroc, Harry J. Sonneborn and June Martino, above mentioned, are the directors of the affairs of said McDonald's of Boise, Ida., Inc., with full power to settle the affairs of said corporation and to distribute and convey all of the property of said corporation to its stockholders in the settlement of its affairs and in complete liquidation of the corporation; and the applicants shall have such other and further relief as may seem meet and equitable herein.

Done in Open Court this 2nd day of February, 1967 .

J. RAY DURTSCHI

District Judge

STATE OF IDAHO )  
County of Ada ) ss.

CLARENCE A. PLANTING, Clerk of the District Court of the Third Judicial District of the State of Idaho, in and for the County of Ada, do hereby certify that the foregoing is a true and correct copy of the original file in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed official seal this 3rd day of February, 1967

CLARENCE A. PLANTING, Clerk of the District Court

By Harold Hampton Deputy