



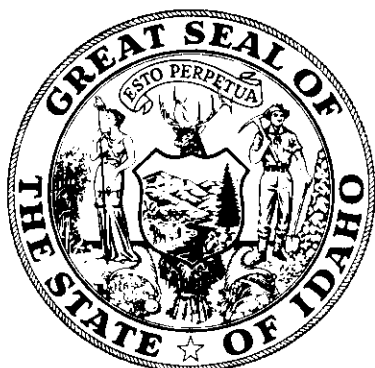
CERTIFICATE OF AUTHORITY
OF

DORNER'S WE MAKE EM - YOU BAKE EM, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of DORNER'S WE MAKE EM - YOU BAKE EM, 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 DORNER'S WE MAKE EM - YOU BAKE EM, INC. to transact business in this State under the name DORNER'S WE MAKE EM - YOU BAKE EM, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated September 21st, 19 81



SECRETARY OF STATE

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 DORNER'S WE MAKE EM - YOU BAKE EM, INC.
2. *The name which it shall use in Idaho is DORNER'S WE MAKE EM - YOU BAKE EM, INC.
3. It is incorporated under the laws of Washington state
4. The date of its incorporation is February 23, 1981 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 East 734 36th Spokane, Washington 99203
6. The street address of its proposed registered office in Idaho is 1032 North Fourth, Coeur d'Alene, Idaho 83814, and the name of its proposed registered agent in Idaho at that address is ERNEST SWANSON
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Identical with those in the Articles of Incorporation attached: Manufacture and prepare foods and products...to own and operate fast food restaurants...to sell franchises...and to carry on all lawful trade.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>RANDALL L. DORNER</u>	<u>President, Director</u>	<u>East 734 36th</u> <u>Spokane, WA 99203</u>
<u>ROBERT D. TROESTER</u>	<u>Vice President, Director</u>	<u>East 3718 22nd</u> <u>Spokane, WA 99203</u>
<u>BARBARA J. DORNER</u>	<u>Treasurer, Director</u>	<u>East 734 36th</u> <u>Spokane, WA 99203</u>
<u>KAREN L. TROESTER</u>	<u>Secretary, Director</u>	<u>East 3718 22nd</u> <u>Spokane, WA 99203</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>500</u>	<u>Common</u>	<u>\$100.00 par value</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </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>5</u>	<u>Common</u>	<u>\$100.00 par value</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 August 11, 19 81.

DORNER'S WE MAKE EM - YOU BAKE EM, INC.

By

RANDALL L. DORNER

Its President

and

KAREN L. TROESTER

Its Secretary

STATE OF WASHINGTON)
COUNTY OF SPOKANE) ss:

I, Stella M. Spratt, a notary public, do hereby certify that on this 19th day of August, 1981, personally appeared before me RANDALL L. DORNER, who being by me first duly sworn, declared that he is the President of

DORNER'S WE MAKE EM - YOU BAKE EM, INC.

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

Stella M. Spratt
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
RALPH MUNRO,

CORPORATIONS & TRADE MARKS DIVISION
OLYMPIA, WASHINGTON 98504

37-79

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

MAIL

AUG 5 1981

RECEIVED

D307372
FILE NUMBER

SEP 21 1981
CLERK OF THE COURT



DOMESTIC

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 INCORPORATION

of DORNER'S WE MAKE EM - YOU BAKE EM, 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 _____
Bastine & Coombs, P.S.
Attn: Paul A. Bastine
E. 12929 Sprague Ave.
Spokane, WA 99216

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

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

February 23, 1981

Microfilmed, Roll No. **1564**

Page **065 - 073**

ARTICLES OF INCORPORATION
OF
DORNER'S

FILED
FEB 23 1981
SECRETARY OF STATE
STATE OF WASHINGTON

WE MAKE EM - YOU BAKE EM, INC.

KNOW ALL MEN BY THESE PRESENTS: That Randall L. Dorner and Robert D. Troester, being over the age of eighteen (18) years, and for the purpose of forming a corporation under the Washington Business Corporation Act, hereby certify and adopt in triplicate the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be "DORNER'S WE MAKE EM - YOU BAKE EM, INC.," and its existence shall be perpetual.

ARTICLE II

The purposes and objects of this Corporation are as follows:

1. To manufacture and prepare foods and products; to utilize secret formulas and recipes in the preparation of the same; to own and operate fast food restaurants and facilities; to sell franchises and merchandise in connection therewith; to lease real and personal property; to develop trade marks and trade names and to carry on such business as wholesalers, retailers, importers and exporters; to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business; and to have any and all powers above set forth as fully as natural

persons, whether as principals, agents, trustees, or otherwise.

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. 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.

ARTICLE III

Shareholders of this Corporation shall not have preemptive rights to acquire additional shares offered for sale by the Corporation. However, the sale and transfer and issuance of new shares shall be subject to restrictions which may be set out in a shareholders' agreement.

ARTICLE IV

1. The location and post office address of the registered office of the Corporation in this state shall be: East 734 36th, Spokane, Washington 99203.

2. The registered agent of the Corporation shall be Randall L. Dorner, whose address is East 734 36th, Spokane, Washington 99203.

ARTICLE V

1. The aggregate number of shares which the Corporation shall have authority to issue is Five Hundred (500) 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 One Hundred Dollars (\$100.00) 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.

ARTICLE VI

The amount of paid-in capital with which the Corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE VII

1. The number of Directors of the Corporation shall be fixed as provided by the Bylaws and may be changed from time to time by amending the Bylaws, as therein provided, but the number of Directors shall not be less than three (3) nor more than nine (9), unless all of the shares of stock of the Corporation are owned beneficially and of record by one (1) or two (2) stockholders, in which case the number of Directors may be less than three (3) but not less than the number of stockholders.

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 Bylaws of the Corporation, subject to the power of the stockholders of the Corporation to change or repeal such Bylaws.

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, association, 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 settle-

ment 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, bylaw, agreement, vote of stockholders, or otherwise.

6. The first Directors of this Corporation shall be four (4) in number, and their names and post office addresses are as follows:

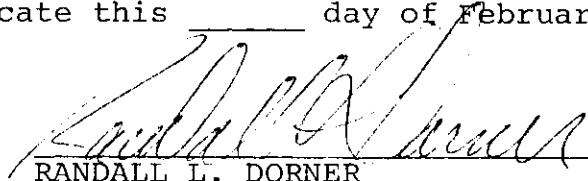
<u>Name</u>	<u>Address</u>
Randall L. Dorner	East 734 36th Spokane, WA 99203
Robert D. Troester	East 3718 22nd Spokane, WA 99203
Barbara J. Dorner	East 734 36th Spokane, WA 99203
Karen L. Troester	East 3718 22nd Spokane, WA 99203

ARTICLE VIII

The name and post office address of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
Randall L. Dorner	East 734 36th Spokane, WA 99203
Robert D. Troester	East 3718 22nd Spokane, WA 99203

IN WITNESS WHEREOF, the incorporators hereinabove named have
set their hands in triplicate this _____ day of February, 1981.



RANDALL L. DORNER



ROBERT D. TROESTER



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 according to the records on file in my office **DORNER'S WE MAKE EM - YOU BAKE EM, INC.**, a Washington corporation, was incorporated February 23, 1981, with all annual license fees paid through June 30, 1981.

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

August 3, 1981

RALPH MUNRO
SECRETARY OF STATE