

# State of Idaho

## Department of State

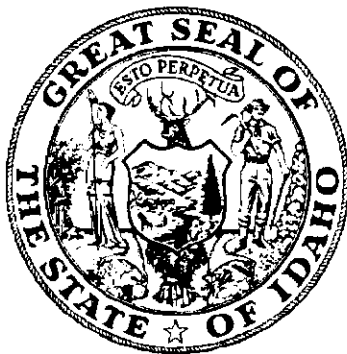
### CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of merger of HAROLD BUTLER  
ENTERPRISES #118, INC.

into DENNY'S, INC.,  
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 merger, and attach hereto a duplicate original of the Articles of merger.

Dated June 27, 19 80.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

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Corporation Clerk

ARTICLES OF MERGER

OF

JUN 27 4 37 PM '80

SECRETARY OF STATE

HAROLD BUTLER ENTERPRISES #118, INC.

INTO

DENNY'S, INC.

To the Secretary of State  
State of Idaho

Pursuant to the provisions of the Idaho Business Corporation Act governing the merger of a domestic wholly-owned subsidiary business corporation into its foreign parent business corporation, the foreign parent business corporation hereinafter named does hereby adopt the following articles of merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Idaho, and which is subject to the provisions of the Idaho Business Corporation Act, is HAROLD BUTLER ENTERPRISES #118, INC.

2. The name of the parent corporation, which is a business corporation organized under the laws of the State of California, is DENNY'S, INC.

3. The number of outstanding shares of HAROLD BUTLER ENTERPRISES #118, INC., is fifty (50), all of which are of one class, and all of which are owned by DENNY'S, INC.

4. The following is the Plan of Merger for merging HAROLD BUTLER ENTERPRISES #118, INC., into DENNY'S, INC., as approved by resolution of the Board of Directors of DENNY'S, INC., on April 22, 1980:

Executed on this 6th day of June, 1980.

DENNY'S, INC.

By:

Vern O. Curtis

VERN O. CURTIS  
Executive Vice President

Roger K. Mercier  
ROGER K. MERCIER  
Secretary

STATE OF CALIFORNIA }  
COUNTY OF LOS ANGELES } SS.:

On this 6th day of June, A.D. 1980, before me, a Notary Public in and for the State and County aforesaid, personally appeared VERN O. CURTIS to me personally known, who, being by me duly sworn, did say he is the Executive Vice President of DENNY'S, INC., the corporation which executed the foregoing instruction; that he signed said instrument upon behalf of said corporation by authority of its Board of Directors; and that he acknowledged said instrument to be the voluntary act and deed of said corporation by it voluntarily executed and to be his voluntary act and deed by him voluntarily executed.

IN WITNESS WHEREOF, I have placed my hand and seal on the date aforesaid.



(notarial seal)

Mary M. Martinez  
NOTARY PUBLIC  
Commission expires: 1/17/81

FURTHER RESOLVED, that the following plan of merger be adopted:

- (1) The name of the merging subsidiary corporation, an Idaho corporation ("the subsidiary corporation"), is as follows:

HAROLD BUTLER ENTERPRISES #118, INC.

The name of the surviving corporation, which owns 100% of the outstanding shares of the subsidiary corporation, is DENNY'S, INC., a California corporation.

- (2) When the merger becomes effective, the shares of the subsidiary corporation will be cancelled. They will not be converted into shares or other securities or obligations of the surviving corporation, and no cash or other consideration will be paid or delivered upon surrender of any shares of the subsidiary corporation. When the merger becomes effective, the separate existence of the subsidiary corporation will cease and all of the property and assets of the subsidiary corporation will thereupon be distributed to the surviving corporation in complete cancellation of all of the stock of the subsidiary corporation, and the surviving corporation will thereupon assume and be liable for all of the obligations and liabilities of the subsidiary corporation.

5. The laws of jurisdiction of organization of DENNY'S, INC., permit the merger of a wholly-owned subsidiary business corporation of another jurisdiction into a parent business corporation of the jurisdiction of organization of DENNY'S, INC.; and the merger of HAROLD BUTLER ENTERPRISES #118, INC., into DENNY'S, INC., is in compliance with the laws of the jurisdiction of organization of DENNY'S, INC.

6. DENNY'S, INC., does hereby agree that it may be served with process in the State of Idaho in any proceeding for the enforcement of any obligation of HAROLD BUTLER ENTERPRISES #118, INC., and does hereby irrevocably appoint the Secretary of State of the State of Idaho as its agent to accept service of process in any such proceeding.

7. The merger of HAROLD BUTLER ENTERPRISES #118, INC., into DENNY'S, INC., shall become effective in the State of Idaho on the date on which the Secretary of State of the State of Idaho issues a Certificate of Merger.