



Department of State.

**CERTIFICATE OF AUTHORITY
OF**

APRILE INCORPORATED

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ***APRILE INCORPORATED*** 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 ***APRILE INCORPORATED*** to transact business in this State under the name ***APRILE INCORPORATED*** and attach hereto a duplicate original of the Application for such Certificate.

Dated ***July 11, 1983***



Pete T. Cenarrusa

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 Aprile Incorporated

2. The name which it shall use in Idaho is APRILE INCORPORATED

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of the State of Oregon

4. The date of its incorporation is June 26, 1979 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 P.O. Box 465 - 325 Hood Street, Sisters, Oregon 97759

6. The address to which correspondence should be addressed, if different from that in item 5. P.O. Box 700 - 317 East Cascade Street, Sisters, Oregon 97759

7. The street address of its proposed registered office in Idaho is P.O. Box 909
501 Indiana Avenue, Coeur d'Alene, ID 83814, and the name of its proposed registered agent in Idaho at that address is PETER C. WAGSTAFF

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
(a) To engage in the pizza restaurant business and in the franchising pizza restaurants. (b) To engage in any lawful activity for which corporation may be organized pursuant to Title 30, Chapter 1 of the Idaho Code.

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

Name	Office	Address
Raymond N. April	Director, President & Treasurer	P.O. Box 465 Sisters, Oregon 97759
Patricia J. April	Director, Vice President & Secretary	Same

(continued on reverse)

10. 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
30	Common	Shares are without par value

11. 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
10	Common	Shares are without par value

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

13. 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: June 13, 1983

By Raymond N. April
Its President/Vice President (please specify)

and Colleen J. April
Its Secretary/Assistant Secretary (please specify)

STATE OF OREGON)
COUNTY OF Deschutes)ss

I, Marilyn D. Pease, a notary public, do hereby certify that on this 13th day of June, 19 83, personally appeared before me Raymond N. April, who being by me first duly sworn, declared that he is the President of Aprile Incorporated

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

Marilyn D. Pease
Notary Public

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STATE

State of Oregon

Department of Commerce Corporation Division

I, **Frank J. Healy**, Corporation Commissioner and Custodian of the Seal of the Corporation Division of the Department of Commerce of the State of Oregon, DO HEREBY CERTIFY:

That I have carefully compared the annexed copy of the Articles of Incorporation of

APRILE INCORPORATED

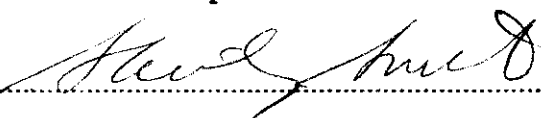
with the original thereof now on file in my office; that the same is a correct transcript therefrom and of the whole thereof; that there are no amendments to said Articles of Incorporation on file in this office; that this authentication is in due form and by the proper officer; and

I FURTHER CERTIFY that the above corporation is, at the date of this certificate, duly authorized to transact business within this state and is in good standing as a subsisting corporation, having filed all reports and made all payments to this office that are required by the laws of this state.

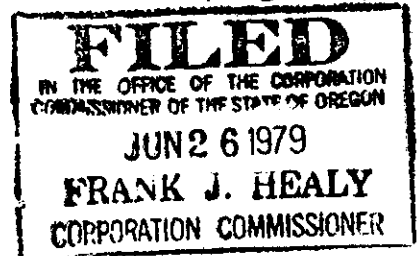
In Testimony Whereof, I have hereunto set my hand and affixed hereto the seal of the Corporation Division of the Department of Commerce of the State of Oregon this 3rd day of June, 19 83 .



Frank J. Healy
Corporation Commissioner

By 

ARTICLES OF INCORPORATION
OF
APRILE INCORPORATED



The undersigned natural person of the age of eighteen (18) years or more, acting as an incorporator under The Oregon Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of this corporation is APRILE INCORPORATED and its duration shall be perpetual.

ARTICLE II

The purposes and powers of the corporation are:

A. To engage in the pizza restaurant business and in the business of franchising pizza restaurants.

B. To engage in any lawful activity for which corporations may be organized under Chapter 57 of the Oregon Revised Statutes.

ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue is thirty (30) shares of common stock with no par value.

ARTICLE IV

The initial registered office of the corporation is P.O. Box 552, 317 East Cascade Street, Sisters, Oregon 97759, and the name of its initial registered agent is Donald O. Costello.

ARTICLE V

The members of the governing board shall be known as directors and the number thereof shall be fixed by the Bylaws of this corporation. The initial Board of Directors shall consist of two directors, whose names and addresses are:

Raymond N. April, P.O. Box 465, 325 Hood Street, Sisters, Oregon 97759.

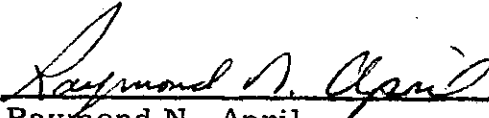
Patricia J. April, P.O. Box 465, 325 Hood Street, Sisters, Oregon 97759.

ARTICLE VI

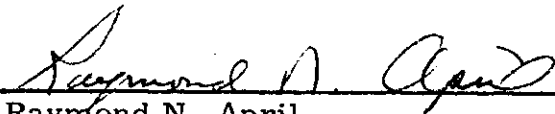
The name and address of the incorporator is:

Raymond N. April
P. O. Box 465
325 Hood Street
Sisters, Oregon 97759

These Articles of Incorporation have been adopted and executed this 15th day of June, 1979.


Raymond N. April


I, the undersigned incorporator, declare under penalties of perjury that I have examined the foregoing and to the best of my knowledge and belief, it is true, correct and complete.


Raymond N. April

STATE OF OREGON)
) ss.
County of Deschutes)

Personally appeared the above named RAYMOND N. APRIL and acknowledged the foregoing ARTICLES OF INCORPORATION to be his voluntary act and deed.

Before me:


Notary Public for Oregon
My Commission expires: 10/18/82