State of Idaho

Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

SHAKEY'S INCORPORATED

a corporation duly organized and existing under the laws of **California** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Sixteenth** day of **June,** 19 **65** , a properly authenticated copy of its articles of incorporation, and on the **Sixteenth** day of **June,** 19 **65** , a designation of **Dale Clemons** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **16th** day of **June** , A.D. 19**65** .

ARNOLD WILLIAMS
Secretary of State

By Deputy Secretary of State.

Foreign

STATE OF CALIFORNIA

DEPARTMENT OF STATE

To all whom these presents shall come, Greetings:

I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

In testimony whereof, *I,* **FRANK M. JORDAN,** *Secretary of State, have hereunto caused the Great Seal of the State of California to be affixed and my name subscribed, at the City of Sacramento, in the State of California,*

this [illegible]

Frank M Jordan

Secretary of State

By Walter C. Stutler

Assistant Secretary of State

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

STATE OF CALIFORNIA

DEPARTMENT OF STATE

To all whom these presents shall come, Greetings:

I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

In testimony whereof, *I,* **FRANK M. JORDAN,** *Secretary of State, have hereunto caused the Great Seal of the State of California to be affixed and my name subscribed, at the City of Sacramento, in the State of California,*

this JUN [illegible] 1965

Frank M. Jordan

Secretary of State

By Walter C. Stutler

Assistant Secretary of State

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

OF

SMITTY'S, INCORPORATED

ENDORSED
FILED
in the office of the Secretary of State
of the State of California
SEP 4 [illegible]
FRANK M. JORDAN, Secretary of State
By JAMES E. HARRIS
Deputy

The undersigned, [illegible] D. [illegible], HAROLD F. PLUMMER, OSCAR [illegible], EMIL R. [illegible], JR., and EVALINA M. SMITH, hereby certify:

1. They constitute all of the incorporators of SMITTY'S, INCORPORATED, a California corporation;

2. They hereby adopt the following amendment of said Articles of Incorporation:

Article V of said Articles is hereby amended to read as follows:

"V.

This corporation is authorized to issue three classes of shares of stock to be designated respectively Class A common, Class B common and Preferred. The total number of shares which this corporation shall have authority to issue is 202,500 and the aggregate par value of all shares that are to have a par value shall be $450,000.00; and

(a) the number of Preferred shares that are to have a par value shall be 2,500 and the par value of each share of such class shall be $100.00; and

(b) the number of Class A common shares that are to have a par value shall be 100,000 and the par value of each such Class shall be One Dollar ($1.00); and

(c) the number of Class B common shares that are to have a par value shall be 100,000 and the par value of each such Class shall be One Dollar ($1.00).

The preferences, privileges and restrictions granted to or imposed upon the respective classes of shares, or the holders thereof, is as follows:

1. The holders of Preferred shares shall be entitled to receive out of any funds of this corporation, legally available for the declaration of dividends, dividends at the rate of five per cent (5%) per annum of the par value thereof, and no more, payable in cash annually or at such other intervals as the Board of Directors may, from time to time, determine, when and as declared by the Board of Directors. Such dividends shall accrue from the date of

issuance of the respective [illegible] accrue from day to day, [illegible] declared. Such di[illegible] dividends shall [illegible] for the Class A or Class B [illegible], [illegible] cumulative so that if in any year dividends upon the outstanding Preferred shares at the rate of five per cent (5%) per annum shall not have been paid, declared or set apart, the amount of the deficiency shall be fully paid or declared and set apart for payment, but without interest, before any distribution, whether by way of dividend or otherwise, shall be declared or paid upon or set apart for the Class A or Class B common shares.

2. In the event of [illegible] or involuntary liquidation, dissolution or winding up of this corporation, the holders of Preferred shares shall be entitled to receive out of the assets of this corporation, whether such assets are capital or surplus of any nature, an amount equal to One Hundred per cent (100%) of the par value of such Preferred shares, and, in addition to such amount, a further amount equal to the dividends unpaid and accumulated thereon, as provided in 1 of this Article V, to the date of such distribution, whether earned or declared or not, and no more, before any payment shall be made or any assets distributed to the holders of Class A or Class B common shares.

If upon such liquidation, dissolution or winding up, whether voluntary or involuntary, the assets thus distributed among the holders of the Preferred shares shall be insufficient to permit the payment to such shareholders of the full preferential amount set forth above, then the entire assets of this corporation to be distributed shall be distributed ratably among the holders of the Preferred shares.

In the event of any liquidation, dissolution or winding up of this corporation, whether voluntary or involuntary, subject to all of the preferential rights of the holders of Preferred shares in distribution or otherwise, the holders of Class A and Class B common shares shall be entitled to receive, ratably, all remaining assets of this corporation.

A consolidation or merger of this corporation with or into any other corporation or corporations shall not be deemed to be a liquidation, dissolution or winding up within the meaning of this paragraph.

3. This corporation, at the option of the Board of Directors, may redeem the whole or any part of the Preferred shares on any dividend date by paying cash therefor One Hundred Dollars ($100.00) per share and in addition, an amount in cash equal to all dividends on Preferred shares unpaid and accumulated as provided in 1 of this Article V, whether earned or declared, or not, to and including the date fixed for redemption, such sum being hereinafter sometimes referred to as the redemption price.

In case of the [illegible] of the outstanding preferred [illegible] designate by lot, [illegible] Directors may [illegible] or shall effect [illegible] all of the preferred [illegible] may not be redeemed [illegible] in arrears upon all [illegible] outstanding shall have been paid for all past dividend periods, and until full dividends for the then current dividend period on all Preferred shares then outstanding, other than the shares to be redeemed, shall have been paid or declared and the full amount thereof set apart for payment. At least thirty (30) days previous notice by mail, postage prepaid, shall be given to the holders of record of the Preferred Shares to be redeemed, such notice to be addressed to each such shareholder at his postoffice address as shown by the records of this corporation. On or after the date fixed for redemption and stated in such notice, each holder of preferred shares called for redemption shall surrender his certificate evidencing such shares to this corporation at the place designated in such notice and shall thereupon be entitled to receive payment of the redemption price. In case less than all the shares represented by any such surrendered certificate are redeemed, a new certificate shall be issued representing the unredeemed shares. If such notice of redemption shall have been duly given, and if on the date fixed for redemption funds necessary for the redemption shall be available therefor, then, notwithstanding that the certificates evidencing any preferred shares so called for redemption shall not have been surrendered, the dividends with respect to the shares so called for redemption shall cease to accrue after the date fixed for redemption and all rights with respect to the shares so called for redemption shall forthwith after such date cease and determine, except only the right of the holders to receive the redemption price without interest upon surrender of their certificates therefor.

If, on or prior to any date fixed for redemption of preferred shares, this corporation deposits with any bank or trust company in the City of Sacramento, State of California, as a trust fund, a sum sufficient to redeem, on the date fixed for redemption thereof, the shares called for redemption, with irrevocable instructions and authority to the bank or trust company to give the notice of redemption thereof if such notice shall not previously have been given by this corporation, or to complete the giving of such notice if theretofore commenced, and to pay, on and after the date fixed for redemption or prior thereto, the redemption price of the shares to their respective holders upon the surrender of their share certificates, then from and after the date of deposit (although prior to the date fixed for redemption), the shares so called shall be deemed to be redeemed and dividends on those shares shall cease to accrue after the date fixed for redemption.

The deposit shall [illegible] ment of the shares [illegible] the date of the [illegible] be no longer outstanding [illegible] shares to be shares [illegible] and shall have no rights [illegible] the right to receive from [illegible] bank the payment of the redemption price of the shares without interest, upon the surrender of their certificates therefor.

4. Except as otherwise provided by law or by these Articles of Incorporation, the holders of Class A common shares issued and outstanding shall have and possess the exclusive right to notice of shareholders' meetings and the exclusive voting [illegible], and the holders of preferred [illegible] shares shall not be entitled to notice of any shareholders' meetings or to vote upon the election of directors or upon any question affecting the management or affairs of this corporation, except where such notice or vote is required by law or by these Articles of Incorporation.

If at any time dividends for a total of a two year period (whether consecutive or not) on the preferred shares shall be in default, in whole or in part, the holders of preferred shares as a class shall be entitled to elect the smallest number of directors which will constitute a majority of the authorized number of directors, and the holders of Class A common shares as a class shall be entitled to elect the remaining members of the Board of Directors. At such times as all dividends accrued on the outstanding preferred shares have been paid or declared and set apart for payment, the rights of the holders of preferred shares to vote as provided in this paragraph 4 shall cease, subject to renewal from time to time upon the same terms and conditions.

At any time after the voting power to elect a majority of the Board of Directors shall have become vested in the holders of the preferred shares as provided in this paragraph 4, the secretary of this corporation may, and upon the written request of any preferred shareholder addressed to him at the principal office of this corporation shall, call a special meeting of the holders of preferred shares and of Class A common shares for the election of directors, to be held at the place and upon the notice provided in the By-Laws of the corporation for the holding of annual meetings. If such meeting shall not be so called within ten (10) days after personal service of the request, or within fifteen (15) days after mailing of the same by registered mail within the United States of America, then the record holder of at least one of the preferred shares then outstanding may call such meeting at the place and upon the notice above provided, and for that purpose shall have access to the stock books of the corporation. At any meeting so called or at any annual meeting held while the holders of the preferred shares have the voting power to elect a majority [illegible] holders of a majority [illegible] ferred shares [illegible] sufficient to [illegible] directors [illegible] all persons [illegible] the time of such [illegible] election at such meeting by the holders of the preferred shares of the number of directors they are entitled to elect, and the persons so elected as directors by the holders of the preferred shares, together with such persons, if any, as may be elected as directors by the holders of the Class A common shares, shall constitute the duly elected directors of this corporation. In the event the holders of the Class A common shares fail to elect the number of directors which they are entitled to elect, [illegible] additional directors may be appointed by the directors so elected by the holders of preferred shares.

Whenever the holders of the preferred shares shall be divested of such voting power as hereinabove in this paragraph 4 provided, the term of office of all persons who are at the time directors of the corporation shall terminate upon the election of their successors by the holders of the Class A common shares.

5. So long as any of the preferred shares shall be outstanding this corporation shall not without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least two thirds of the total number of preferred shares outstanding:

a. Alter or change the rights, preferences or privileges of the preferred shares so as materially adversely to affect the preferred shares; or

b. Increase the authorized number of preferred shares; or

c. create any new class of shares having preferences over or being on a parity with the preferred shares as to dividends or assets, unless the purpose of creation of such class is, and the proceeds to be derived from the sales and issuance thereof are to be used for the retirement of all preferred shares then outstanding.

6. Class A common stock shall have voting rights; Class B common stock shall be non-voting stock.

The Board of Directors of the corporation may, in their discretion, declare dividends on the Class B common stock at the rate of five per cent (5%) per annum on the par value thereof, noncumulative, without declaring any such dividend on the Class A common stock, provided that the dividend requirements with respect to the preferred stock have been satisfied. In all other respects, the preferences, privileges and rights appertaining to

such stock shall [illegible]
effective upon [illegible]
the Secretary of [illegible]

5. Said [illegible]

cepted no subscription [illegible] the filing of the Articles with the Secretary of State of the State of California on November 10, 19[illegible].

We declare, under penalty of perjury, that the foregoing matters are true.

Dated at [illegible] this [illegible] day of August, 1952.

s/Sherwood D. Johnson
Sherwood D. Johnson

s/Harold E. Plummer
Harold E. Plummer

s/Oscar Pfanner
Oscar Pfanner

s/Neil R. McAllister, Jr.
Neil R. McAllister, Jr.

s/Evalena M. Smith
Evalena M. Smith

STATE OF CALIFORNIA

DEPARTMENT OF STATE

To all whom these presents shall come, Greetings:

I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

In testimony whereof, *I,* **FRANK M. JORDAN,** *Secretary of State, have hereunto caused the Great Seal of the State of California to be affixed and my name subscribed, at the City of Sacramento, in the State of California,*

this [illegible] 1965

Frank M. Jordan
Secretary of State

By
Assistant Secretary of State

ENDORSED
FILED
In the office of the Secretary of State
of the State of California

Nov 30, 1956

FRANK M. JORDAN, Secretary of State
By JAMES L. HARMAN
Deputy

330115

FILED
NOV. 30, 1956
FRANK M. JORDAN,
Secretary of State

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of California, and we do hereby certify as follows:

I

The name of the corporation shall be: "HARRY'S, [illegible]

II

The business in which the corporation will primarily and initially engage is the operation of a pizzeria and restaurant and bar business.

III

That the purposes for which said corporation is formed are:

(a) To conduct and carry on the pizzeria, restaurant and bar business;

(b) To purchase or otherwise acquire, own, hold, lease, sell, exchange, transfer, mortgage, pledge, or otherwise dispose of, to guarantee, invest, trade and deal in and with real and personal property of every kind, type and description, and any and all interests therein;

(c) To lend money and to negotiate and make loans, either on its own account or as agent for others.

(d) To borrow money, to issue bonds, debentures, notes and other obligations of this corporation for any of the purposes hereof, and to mortgage, pledge, hypothecate or convey in trust any or all of its property for the payment thereof;

(e) To discount and negotiate promissory notes, drafts, bills of exchange and any other evidences of indebtedness [illegible] to

This page & the following
Are Poor Copies.
B.C.
Operator

sold out for other [illegible] [illegible]ments);

(f) To [illegible] a corporation, for any lawful purpose [illegible] with any person, firm, association, corporation, municipal [illegible] state, or government, or any subdivision, district or department thereof;

(g) To acquire shares of stock, bonds or notes of any corporation, or [illegible] of any person, firm, association or corporation, and to guarantee or assume all or any part of the obligations or liabilities thereof;

(h) To engage in and conduct any and all enterprises [illegible] to the acquisition, sale, installation or maintenance of [illegible] plazas, equipment and [illegible];

(i) To do any and all other acts, things, business or businesses in any manner connected with, or necessary, incidental or convenient to any of the objects hereinbefore enumerated, or directly or indirectly calculated to promote the interests of the corporation and in carrying out its purposes, or for the purpose of attaining or furthering any of its business; to do any and all acts and things, and to exercise any and all other powers which a natural person could do and exercise, and which now or hereafter be authorized by law.

(3) The several clauses contained in this statement of purposes shall be construed as both purposes and powers and the statements contained in each clause shall in no way be restricted or limited by reference to or inference from the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression or declaration of specific or special powers or purpose shall be deemed to be exclusive, it being hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

[illegible]

[illegible]

That said corporation is authorized to issue only one class of stock in the aggregate amount of [illegible] ($200,000.00), represented by [illegible] of the par value of [illegible] each. Such [illegible] be issued by the corporation [illegible] and for such consideration as may be fixed by the board of directors of said corporation.

[illegible]

That the number of directors of said corporation shall be five (5), who need not be stockholders, and the names and addresses of the persons appointed to act as the first directors [illegible] office until the selection and qualification of their successors are as follows:

[illegible], [illegible], Sacramento, California

[illegible], [illegible], California

[illegible], [illegible], California

[illegible], [illegible], Sacramento, California

[illegible], [illegible], California

VI

That the number of persons above named shall constitute the number of directors of the corporation until changed by amendment of these articles or by [illegible] or designating the same as may be adopted, and as provided by law.

IN WITNESS WHEREOF, the persons named as directors above, have hereunto set their hands at Sacramento, California, this 30th

SHerwood O JOHnson

Harold E PLommer

Oscar PFenner

Evalena M. Smith

Neil M McALLIster

[illegible] 30th [illegible] November 1956

[illegible] residing therein, duly commissioned and sworn, personally [illegible] all five (5) persons [illegible] personally known [illegible] that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand [illegible] on the day and year first above written.

CHRIS D. JOHNSON

[illegible]