

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

SONIC INDUSTRIES INC.

File number C 114555

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

Dated: April 12, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sipe*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

APR 12 10 24 AM '96

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows:

- The name of the corporation is Sonic Industries Inc.
- The name which it shall use in Idaho is Sonic Industries Inc.
- It is incorporated under the laws of Oklahoma
- Its date of incorporation is 6/6/73 and its duration, if other than perpetual, is _____
- The address of its principal office in the state or country under the laws of which it is incorporated is
101 Park Avenue, Oklahoma City, Oklahoma 73102
- The address to which correspondence should be addressed, if different than item 5, is _____
- The street address of its registered office in Idaho is 300 North 6th Street, Boise,
Idaho 83701, and its registered agent in Idaho at that address is C T CORPORATION SYSTEM
- The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
To franchise drive-in restaurants
- The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>J. Clifford Hudson</u>	<u>President</u>	<u>101 Park Avenue, Oklahoma City, OK 73102</u>
<u>Lewis B. Kilbourne</u>	<u>Senior Vice President and Treasurer</u>	<u>101 Park Avenue, Oklahoma City, OK</u>
<u>Pattye Moore</u>	<u>Marketing & Brand Dev.</u>	<u>101 Park Avenue, Oklahoma City, OK</u>
<u>Warner Van Sciver</u>	<u>Vice President, Franchise Services</u>	<u>101 Park Avenue, Oklahoma City, OK</u>
<u>Steven D. Paugh</u>	<u>Vice President, Franchise Sales</u>	<u>101 Park Avenue, Oklahoma City, OK</u>
<u>Was Jablonski</u>	<u>Vice President, Technology Services</u>	<u>101 Park Avenue, Oklahoma City, OK</u>

** See attached sheet for complete listing of Officers & Directors

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

Dated: 4-8-96

Sonic Industries Inc.

(Corporation name)

By Michael T. Folks
Its President, Vice President, Secretary or Assistant Secretary
(please specify) Secretary

IDAH0 SECRETARY OF STATE

Secretary of State use only DATE 04/12/1996 0900 63988

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CK #: 37607 CUST# 66856

AUTH PRO

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CORP SUR 1@ 20.00= 20.00

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SONIC INDUSTRIES INC.

OFFICERS

J. Clifford Hudson, President
101 Park Avenue
Oklahoma City, OK 73102

Lewis B. Kilbourne, Senior Vice President & Treasurer
101 Park Avenue
Oklahoma City, OK 73102

Patty Moore, Senior Vice President, Marketing and Brand Development
101 Park Avenue
Oklahoma City, OK 73102

Warner Van Sciver, Vice President, Franchise Services
101 Park Avenue
Oklahoma City, OK 73102

Steven D. Paugh, Vice President, Franchise Sales
101 Park Avenue
Oklahoma City, OK 73102

Wes Jablonski, Vice President, Technology Services
101 Park Avenue
Oklahoma City, OK 73102

Andrew G. Ritger, Jr., Vice President of Purchasing
101 Park Avenue
Oklahoma City, OK 73102

Doug Koestel, Regional Vice President
101 Park Avenue
Oklahoma City, OK 73102

Michael T. Folks, Secretary
101 Park Avenue
Oklahoma City, OK 73102

William H. Dyke, Asst. Secretary
101 Park Avenue
Oklahoma City, OK 73102

Nathan Sheldon, Asst. Treasurer
101 Park Avenue
Oklahoma City, OK 73102

Diana L. Owens, Asst. Treasurer
101 Park Avenue
Oklahoma City, OK 73102

DIRECTORS

J. Clifford Hudson
101 Park Avenue
Oklahoma City, OK 73102

Michael T. Folks
101 Park Avenue
Oklahoma City, OK 73102

OFFICE OF THE SECRETARY OF STATE



**CERTIFICATE OF GOOD STANDING
(DOMESTIC CORPORATION)**

I, THE UNDERSIGNED, Secretary of State of the State of Oklahoma, do hereby certify that I am by the laws of said State the custodian of the records of the State of Oklahoma relating to the right of corporations to transact business in this State, and am the proper officer to execute this certificate.

*I FURTHER CERTIFY that SONIC INDUSTRIES INC.
whose registered agent is: Michael T Folks
with its registered office at 101 Park Ave., Oklahoma City, Oklahoma is a corporation duly organized and existing under and by virtue of the laws of the State of Oklahoma, and is in good standing according to the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the corporation's financial condition or business activities and practices. Such information is not available from this office.*

IN TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



*Done at the City of Oklahoma City, this 5th day of
April, 19 96.*

Sam Cole

Secretary of State

By:

Karl James