

## Department of State

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

**CINDY'S JEROME CORPORATION**

a corporation duly organized and existing under the laws of **California** has fully complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **27th** day of **December** 19 **76**, a properly authenticated copy of its articles of incorporation, and on the **27th** day of **December** 19 **76**, a designation of **T.H. Eberle or R.B. Kading or J. R. Gillespie** 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 **27th** day of **December**, A.D., 19 **76**.

Pete T. Cenarrusa  
Secretary of State

Corporation Clerk



# State of California

OFFICE OF THE SECRETARY OF STATE



I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

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

IN WITNESS WHEREOF, I execute  
this certificate and affix the Great  
Seal of the State of California this

NOV 15 1976



*March Fong Eu*

Secretary of State

ARTICLES OF INCORPORATION  
OF  
CINDY'S JEROME CORPORATION

**ENDORSED  
FILED**  
In the office of the Secretary of State  
of the State of California  
NOV 18 1976  
MARTIN FONG FU, Secretary of State  
By IRENE SANCHEZ  
Deputy

FIRST: The name of the corporation is:

CINDY'S JEROME CORPORATION.

SECOND: The corporation's purposes are:

- (a) To engage primarily in the specific business of restaurant ownership and operation;
- (b) To engage generally in the business of purchasing, developing and operating restaurants;
- (c) To engage in any business, whether related or unrelated to those described in clauses (a) and (b) of this article, that may from time to time be authorized or approved by the board of directors of this corporation;
- (d) To act as a partner or a joint venturer or in any other legal capacity whenever deemed advisable by the board of directors;
- (e) To do business anywhere in the world;
- (f) To have and to exercise all the rights and powers that are now or may hereafter be granted to a corporation by law;
- (g) To establish and carry out, alter, or amend such systems, plans, or trusts for providing pensions for employees, officers and directors of the corporation as the board of directors may determine and so as to be a business expense of the corporation, with or without contributions from the beneficiaries; and
- (h) To provide, alter, or amend such methods or plans for employees, officers and fix directors to participate in the profits of the corporation as the board of directors may determine, including stock purchase plans with restricted stock options.

The above purpose clauses are not limited by reference to or inference from one another. Each clause is to be construed as a separate statement conferring independent purposes and powers on the corporation.

THIRD: The county in the State of California where the principal office for the transaction of the business of this corporation is to be located is Santa Clara County.

FOURTH: (a) The number of directors of this corporation shall be three (3).

(b) The names and addresses of the persons who are appointed to act as first directors are:

NED R. NELSEN	3910 Oakwood Avenue Los Angeles, California 90004
GEORGE V. GENZMER, III	3910 Oakwood Avenue Los Angeles, California 90004
SUSAN SEAWARD	3910 Oakwood Avenue Los Angeles, California 90004

FIFTH: The corporation is authorized to issue only one class of shares of stock. The total number of shares that the corporation is authorized to issue is twenty-five thousand (25,000) shares of One Dollar (\$1.00) par value stock. No distinction shall exist between the shares of the corporation or between the holders thereof. The aggregate value of all such shares is \$25,000.00.

IN WITNESS WHEREOF, the undersigned, constituting the incorporators and first directors of this corporation, have executed these Articles of Incorporation this 15th day of November, 1976.

/s/ Ned R. Nelsen  
\_\_\_\_\_  
NED R. NELSEN

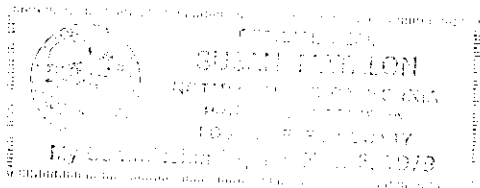
/s/ George V. Genzmer, III  
\_\_\_\_\_  
GEORGE V. GENZMER, III

/s/ Susan Seaward  
\_\_\_\_\_  
SUSAN SEAWARD

STATE OF CALIFORNIA     )  
                                  ) SS.  
COUNTY OF LOS ANGELES)

On this 15th day of November, 1976, before me, SUSAN MATALON,  
a Notary Public, personally appeared, NED R. NELSEN, GEORGE V.  
GENZMER, III, and SUSAN SEAWARD, known to me to be the persons  
whose names are subscribed to the foregoing instrument, and acknowledged  
to me that they executed the same.

WITNESS MY HAND AND OFFICIAL SEAL.



/s/ Susan Matalon  
Notary Public In and For Said County  
and State