



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

CATERPAT CORPORATION OF AMERICA

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 **13th** day of **January** 19 **66**, a properly authenticated copy of its articles of incorporation, and on the **13th** day of **January** 19**66**, a designation of **Homer E. Martin** 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 **13th** day of **January**, A.D. 19 **66**.

Secretary of State.

STATE OF CALIFORNIA



DEPARTMENT OF STATE

(PHOTOCOPY CERTIFICATION)

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

That the photographic reproduction hereunto annexed was prepared by and in my office from the record on file of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I hereunto
set my hand and affix the Great
Seal of the State of California

this JAN 4 1966



Frank M. Jordan

Secretary of State

William C. Stutler

Assistant Secretary of State

CERTIFICATE OF OWNERSHIP

ICE CREAM VENDING CORPORATION

In the office of the Secretary of State
of the State of California

OCT 1 - 1967

FILED IN OFFICE OF THE SECRETARY OF STATE
J. H. [Signature]

ICE CREAM VENDING CORPORATION, a California corporation,

does hereby certify that:

A 8197

ONE: Said corporation owns and at all times herein mentioned has owned in its name all the outstanding stock of CATERMAT CORPORATION OF AMERICA, a California corporation;

TWO: At a special meeting of the Board of Directors of Ice Cream Vending Corporation, duly held, the following resolutions were adopted by a majority of said Board of Directors to merge Catermat Corporation of America and to assume all of its obligations and adopt the name of said merged corporation in place of its own:

"WHEREAS this corporation, ICE CREAM VENDING CORPORATION, a California corporation, owns all of the outstanding stock of CATERMAT CORPORATION OF AMERICA, a California corporation; and

"WHEREAS it is deemed advisable and for the best interests of this corporation and its stockholders that Catermat Corporation of America be merged into this corporation;

"NOW, THEREFORE, BE IT RESOLVED that this corporation merge Catermat Corporation of America, its wholly owned subsidiary, into itself and assume all of the obligations of said subsidiary pursuant to Section 4124 of the Corporations Code of California.

"BE IT FURTHER RESOLVED that the name of this corporation, Ice Cream Vending Corporation, be and the same is hereby changed to Catermat Corporation of America; and

"BE IT FURTHER RESOLVED that the title to the Articles of Incorporation of this corporation in words as follows:

'ARTICLES OF INCORPORATION

OF

ICE CREAM VENDING CORPORATION'

be and the same is hereby amended to read as follows:

'ARTICLES OF INCORPORATION

OF

CATERMAT CORPORATION OF AMERICA'

"BE IT FURTHER RESOLVED that Article I of the Articles of Incorporation of this corporation be and the same is hereby amended to read as follows:

'I

The name of this corporation is

CATERMAT CORPORATION OF AMERICA'

"BE IT FURTHER RESOLVED that the president or a vice president and the secretary or an assistant secretary of this corporation be and they hereby are authorized and directed to execute and file a Certificate of Ownership pursuant to Section 4124 of the Corporations Code of California and to do any and all things and to execute any and all documents which they consider necessary and proper in order to consummate said merger."

THREE: Said meeting of the Board of Directors of Ice Cream Vending Corporation, at which the foregoing resolutions were adopted, was held at 1424 North Crescent Heights Boulevard, Los Angeles, California, at 10:00 o'clock A.M. on the 28th day of September, 1957. That the number of directors of Ice Cream Vending Corporation is four (4). That there were at all times present and acting at said meeting four (4) directors constituting a quorum of said Board. That said resolutions were unanimously adopted by all of the directors present.

IN WITNESS WHEREOF, Ice Cream Vending Corporation has executed this Certificate the 28th day of September, 1957.

ICE CREAM VENDING CORPORATION

(corporate seal)

By Jack Stamatson
Jack Stamatson, President

By Gerald H. Johnson, Jr.
Gerald H. Johnson, Jr., Sec'y.

STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } ss

JACK STAMATON and GERALD R. KNUDSON, JR., being first duly sworn, each for himself deposes and says:

That Jack Stamatou is, and was at all of the times mentioned in the foregoing Certificate of Ownership, the President of Ice Cream Vending Corporation, the California corporation therein mentioned, and Gerald R. Knudson, Jr. is, and was at all of said times, the Secretary of said corporation; that each has read said certificate and that the matters set forth therein are true of his own knowledge, and that the signatures purporting to be the signatures of said President and Secretary thereto are the genuine signatures of said President and Secretary, respectively.

Jack Stamatou
Gerald R. Knudson, Jr.

Subscribed and sworn to before me
this 28th day of September, 1957.

A. M. Brunk
Notary Public in and for the
County of Los Angeles, State of
California.

FILED

276981

In the office of the Secretary of State
of the State of California

JUL 31 1953

FRANK M. JORDAN, Secretary of State

[Signature]
Deputy

ARTICLES OF INCORPORATION

OF

ION CREAM VENDING CORPORATION

I.

The name of this corporation is

~~ION CREAM VENDING CORPORATION~~

II.

The specific and primary purposes for which this corporation
is formed are:

To engage in the business of vending ion cream
in the State of California and in other states and
foreign countries.

The other and further purposes for which this corporation
is formed are:

(A) To make, enter into, perform, and carry out contracts
for building, erecting, improving, constructing, altering,
rigging, repairing, decorating, furnishing houses, buildings,
warehouses, storerooms, edifices, works, tenements and
structures of every kind and description; to carry on in all
their respective branches the business of builders, contrac-
tors, decorators, and such other trade and businesses as
pertain to or are connected with the general business of
building and construction.

(B) To own, operate, maintain, manage, equip, improve,
repair, alter, and otherwise deal with, use and enjoy, to
invent, design, develop, assemble, build, construct, fabri-
cate, manufacture, buy, import, lease as lessee and otherwise
acquire to mortgage, deed in trust, pledge and otherwise en-
cumber, and to sell, export, lease as lessor and otherwise
dispose of goods, wares, merchandise and personal property of
every sort, nature and description.

Restriction of right
to amend articles

No

Yes

(C) To purchase or otherwise acquire, hold or sell, assign, transfer, mortgage, pledge or otherwise deal in and with any and all real and personal property of each and every class, kind and description, and in particular land, building, mines, ranches, leases and undertakings, patents, and patent rights, mortgages, stocks, bonds, securities, deeds, licenses, franchises, certificates, permits, businesses, equipments and claims of any kind and nature whatsoever, and any interest in real or personal property, claims against such property or any person or company, and generally to carry on and conduct any business or concern so acquired or any business necessary in the proper and best interests of this corporation for its benefit and welfare.

(D) To draw, make, answer, endorse, discount, execute and issue promissory notes and other negotiated or transferable instruments, and to issue obligations of this corporation from time to time for any of the objects or purposes of this corporation and to secure the same by mortgages, pledges, deeds of trust or otherwise.

(E) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of this State or any other State, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership.

(F) To acquire, secure, hold or use, maintain, operate, improve and sell, lease, mortgage or otherwise dispose of rights, privileges, franchises, certificates, concessions or contracts from State, national or any governmental authorities and to own, buy, sell, use, register, convey or assign any and all inventions, improvements and processes used in connection with or secured under letters of patent or otherwise of the United States or any other country or government.

(G) To have one or more offices to carry on any or all of its operations and businesses in any of the states, districts, territories, colonies, or dependencies of the United States and in any and all foreign countries, subject to the laws of such state, district, territory, colony, dependency or country.

(H) To enter into joint-ventures, partnerships, trusts, or other forms of business organizations where such joint-venture, partnership, trust or other form of business organization is used to carry on and transact any and all business which this corporation itself could carry on and transact; to enter into such form of business organization as general partner, limited partner or otherwise; to participate in any transaction in such joint-venture, partnership, trust, or other business organization by and through officers, agents, employees, attorneys, and other persons delegated by this corporation to act for it in such business ventures.

(I) To carry on any business whatsoever which this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interest of this corporation or to enhance the value of its property or business, and to have and exercise all the powers conferred by the laws of the State of California upon corporations formed under the law, pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, to make and enter into contracts of every sort and kind, with anyone whatsoever, and to transact business either within the State of California or elsewhere.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes.

III.

The County of the State of California where the principal office for the transaction of business of this corporation is to be located in Los Angeles.

IV.

This corporation is authorized to issue only one class of shares of stock; the total number of such shares is one-thousand (1,000), and all such shares of stock are to be without par value.

V.

The number of directors of this corporation shall be four (4), and the names and addresses of the persons who are appointed to act as the first directors are:

<u>NAMES</u>	<u>ADDRESSES</u>
Jack C. Stamater	351 South Spring Street Los Angeles, California
Jean Stamatou	351 South Spring Street Los Angeles, California
P. Basil Lambros	351 South Spring Street Los Angeles, California
Roy J. Bradley	3515 Temple Street Los Angeles, California

VI.

Authority is hereby granted to the holders of shares of this corporation, entitled to vote, to change from time to time the authorized number of directors of this corporation by a duly adopted amendment to the by-laws of this corporation.

VII.

Each shareholder of this corporation shall be entitled to purchase and/or subscribe for the number of any shares of this corporation which may hereafter be authorized and

issued, which bears the same ratio to the number of shares then proposed to be issued as the number of shares held by him shall bear to the number of shares subscribed or outstanding immediately prior to such additional issue.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, we, the undersigned, constituting the incorporators of the corporation, including the persons named herein as the first directors of this corporation, have executed these Articles of Incorporation this 24th day of July, 1953.

[Handwritten signatures of Jack C. Stamaton, Jean Stamaton, P. Basil Lambros, and Roy J. Bradley]

STATE OF CALIFORNIA

COUNTY OF LOS ANGELES

ss.

On July 24th, 1953, before me, John Stephen Davis, a Notary Public in and for said county and state, personally appeared Jack C. Stamaton, Jean Stamaton, P. Basil Lambros and Roy J. Bradley, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

5 Notary Public

[Handwritten signature of John Stephen Davis]