

# State of Idaho

## Department of State.

### CERTIFICATE OF AMENDMENT OF

**MIDEE FOOD SERVICES, INC.**

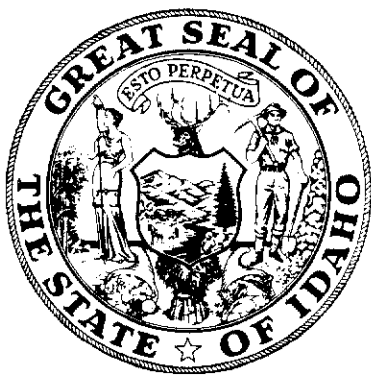
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

**MIDEE FOOD SERVICES, INC.**

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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated July 18, 1986



*Pete T. Cenarrusa*  
SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

JUL 18 9 59 AM '66

ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION  
OF  
MiDee Food Services, Inc.

Pursuant to the provisions of Section 30-1-61, Idaho Code, The undersigned corporation submits the following Articles of Amendment of Articles of Incorporation:

FIRST: The name of the corporation (hereinafter called the "corporation") is:

MiDee Food Services, Inc.

SECOND: The Articles of Incorporation of the corporation are hereby amended by striking out "Article Fifth", thereof and by substituting in lieu of said Article the following new Article as adopted:

"ARTICLE FIFTH: The total authorized number of shares that the corporation is authorized to issue is Ten Thousand (10,000) at Ten Dollars (\$10.00) par value.

Transferability of the shares of the corporation is restricted in the following manner:

(a) No shares of the stock of this corporation (including other securities convertible thereinto), whether now or hereafter issued, shall descend, or be sold, transferred, assigned or devised by the owner(s) thereof unless and until (1) written offer to sell such shares shall have been first delivered to the corporation which shall thereupon and for thirty (30) days be entitled to purchase such shares or any part thereof, and (2) if any shares remain unpurchased by the corporation it shall at any time of its choosing within said thirty (30) days notify its stockholders in writing that they shall be entitled for thirty (30) days from delivery of the corporation's notice to purchase their respective proportions (pro-rata) of such shares.

(b) The price to be paid for the shares, which shall be set forth in the written offers and notices prescribed above, shall be the fair market value thereof, or, if there is no established market value, the book value thereof ("book value" being the appraised value of all corporate assets and liabilities as of the date of the last balance sheet), or at a price not exceeding the amount offered in writing by a bona fide offer to purchase said shares, whichever shall be higher.

(c) These terms shall be binding upon all stockholders or record, their heirs, executors, administrators and assigns, and shall include transfers by will, gift, intestacy, and all third parties or otherwise, except that the transfer of shares to the spouse and/or children of the then record owner of said restricted or limited by this provision.

(d) All offers and notices, if mailed, shall be deemed to have been delivered on the day mailed postage prepaid, addressed to the shareholders of the corporation, as above, according to the books of the corporation, and the shares shall be transferable, other than to the corporation's shareholders in the manner required herein, only upon proof of compliance herewith.

(e) The number of stockholders and the issuance and transfer of stock of the corporation is restricted in accordance with the terms and conditions in the Franchise Agreement. Shares of the corporation may be issued or transferred only after authorization by Burger King Corporation. Each share of stock issued by the Corporation will reflect the following stock restriction legend: "The transfer of this stock is subject to the terms and conditions of Franchise Agreements with Burger King Corporation. Reference is made to such Franchise Agreement and the restricted provisions of the Charter and By-Laws of this Corporation."

THIRD: No shares of the corporation have been issued.

FOURTH: The Incorporator of the corporation adopted the aforesaid Amendment on July 17, 1986.

Dated: July 17, 1986.

MiDee Food Services, Inc.

By:

Gloria M. Barry  
(Gloria M. Barry - Its Sole  
Incorporator)

DISTRICT OF COLUMBIA ) SS.:

I, Jacky Karnchanaphati, a notary public, do hereby certify that on this 17th day of JULY, 1986, personally appeared before me GLORIA M. BARRY, who, being by me first duly sworn, declared that she is the Incorporator of MiDee Food Services, Inc., that she signed the foregoing document as Incorporator of the corporation, and that the statements therein contained are true.

Jacky Karnchanaphati  
Notary Public

My Commission Expires July 31, 1986