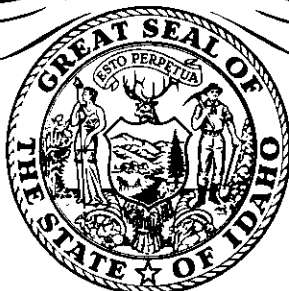


# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

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 the original of the articles of incorporation of

**DENNY'S, INC.**

was filed in the office of the Secretary of State on the **Sixth** day of **May**, A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **123** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Plummer** in the County of **Benedict**

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 **6th** day of **May**, A.D., 19**63**.

Secretary of State.

ARTICLES OF INCORPORATION

OF THE

DENNY S, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, citizens and residents of the State of Idaho and the United States of America, do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and for this purpose do hereby make and subscribe to the following Articles of Incorporation in triplicate:

I.

The name of this corporation shall be DENNY'S, INC.

II.

The corporation shall continue perpetually.

III.

The objects for which this corporation is formed are the following, to-wit:

To purchase and sell farms and to engage in the business of farming, and of producing, merchandising, and preserving all kinds of farm, fruit, vegetable and garden products, and of cultivating, growing, harvesting, picking, cleaning, and assorting, boxing, packing, shipping, buying, selling, at wholesale and retail, all kinds of fruit, vegetable, farm, and garden products, and to carry on all other business incident thereto or connected therewith; and to do a general commission and broker's business in any or all of the foregoing businesses.

To buy, sell, receive, store, forward, and handle wheat and other cereals, and products thereof, and also farm products of every description; also flour, feed, and millstuffs, salt, fuel, implements, machinery, binder twine, lumber, and building material of all description; buying, feeding, shipping, and selling of livestock.

To engage in the business of buying, selling, distributing, leasing, servicing, repairing, and otherwise dealing in agricultural implements, vehicles, materials, machinery, and equipment, and in implements, vehicles, materials, machinery, and equipment of allied lines.

To engage in controlling or modifying atmospheric phenomena by artificial means in accordance with the requirements of agriculture and industry.

To engage in the business of crop dusting, planting of crops, and weed control and eradication by the use of airplanes and related equipment, and all business connected with or incidental thereto.

To carry on the business of share dealers or financial agents in all transactions relating to the sale, transfer, or exchange of every description of stocks, shares, debentures, bonds, mortgages, freehold, or leasehold property, life interests, reversions or other securities or investments for money, and all transactions and negotiations on commission or otherwise relating to such business; and to advance or negotiate the advance of money at interest on securities or otherwise; and to carry on the business of stock and share brokers, land, estate, and mortgage agents, and brokers in all branches.

To purchase, acquire, through the issuance of its capital stock or otherwise, own, hold, lease, either as lessor or lessee, sell exchange, subdivide, mortgage, deed in trust, plant, improve, cultivate, develop, construct, maintain, equip, operate, and generally deal in any and all lands, improved and unimproved, dwelling houses, apartment houses, hotels, boardinghouses, business blocks, office buildings, manufacturing works and plants, and other buildings of any kind, and the products and avails thereof, and any and all other property of any and every kind or description, real, personal, and mixed, wheresoever situated.

To own, operate, and maintain a general wholesale and retail cattle business dealing primarily in the purchase and re-selling of cattle of all types.

To carry on the business of general warehousemen, and particularly to maintain, conduct, and operate cold storage warehouses, dry storage warehouses, bonded warehouses, and common warehouses for the storage of merchandise, machinery, furniture, farm products, and all other products and manufactures and chattels and effects of all kinds, both of foreign or domestic production or manufacture.

To act as a general contractor for the construction, repairing, and remodeling of buildings and public works of all kinds, and for the improvement of real estate, and the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.

To carry on the business of farming, dairying, and of producing, merchandising, manufacturing, and preserving all kinds of farm, dairy, and meat products, and to carry on all other business incidental thereto or connected therewith.

To engage in the manufacture and sale of poultry and domestic animal feeds, hay, and grain, and all types of ranch, farm, and garden supplies and equipment.

To raise, produce, purchase, manufacture, and otherwise acquire, to pack, box, treat, process, and otherwise handle, and to sell, exchange, distribute, and otherwise dispose of fruits, vegetables,

nuts, and other food products, bulbs, herbs, flowers, and other plant products, and to own, operate, acquire, and otherwise conduct the business of importing, exporting, and distributing any of the above products, at wholesale, retail, or otherwise.

To transact the business of investing on behalf of itself, or others, any part of its capital and such additional funds as it may obtain, or any interest therein, either as tenant in common or otherwise, and selling or otherwise disposing of the same, or any part thereof, or interest therein.

To breed, raise, import, export, and deal in cattle and livestock of all kinds, and to carry on a general and grazing business, purchasing or acquiring, and selling or otherwise disposing of the stocks, supplies, equipment, accessories, appurtenances, products and by-products, of said business.

To breed, raise, buy, sell, and deal in all kinds of poultry; to buy, sell, and deal in eggs for eating or hatching; to hatch eggs, buy and sell baby chicks and breeding stock; to exhibit poultry at fairs and other exhibitions; and generally to maintain, conduct, and operate a poultry farm.

To purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy, and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development, and construction of land and buildings belonging to or to be acquired by this company, or any other person, firm or corporation.

To engage in any commercial, industrial, and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Idaho; to generally engage in, do, and perform, any enterprise, act, or vocation that a natural person might or could do or perform; and to engage in the manufacture, sale, purchase, importing, and exporting of merchandise and personal property of all manner and description, to act as agents for the purchase, sale, and handling of goods, wares, and merchandise of any and all types and descriptions for the account of the corporation or as factor, agent, procurer, or otherwise for or on behalf of another.

The purposes specified herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore

set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

IV.

That the principal place of business of this corporation shall be at the Denny farm in Section 12, Township 45 North, Range 5, W.B.M., Benewah County, Idaho, and that the Post Office address thereof is Rural Route 1, Plummer, Idaho.

V.

That the amount of paid in capital with which this corporation shall begin its business is the sum of One hundred thirteen thousand three hundred eighteen Dollars (\$113,318.00).

VI.

That the number of directors of this corporation shall be not less than three (3) and not more than seven (7) and each director must be a stockholder of at least one share of common stock in the corporation; that the number, the qualifications, term of office, manner of election, time and place of meeting, and the powers and duties of the directors shall be such as are prescribed by the By-Laws of this corporation; that the names and Post Office addresses of the first three (3) directors of this corporation are as follows:

Bert Denny - - - - - Rural Route 1  
Plummer, Idaho

Clare Denny - - - - - Rural Route 1  
Plummer, Idaho

Jack E. Denny - - - - - Rural Route 1  
Plummer, Idaho

and their term of office shall be until the first annual meeting of the stockholders, to-wit; April 1, 1964.

VII.

That the name and Post Office address of each of the incorporators of this corporation and a statement of the number of shares subscribed by each are as follows:

<u>Name</u>	<u>Address</u>	<u>Common</u>	<u>Shares</u> <u>Preferred</u>
Bert Denny	Rural Route 1 Plummer, Idaho	100	56,659
Clara Denny	Rural Route 1 Plummer, Idaho	100	56,659
Jack E. Denny	Rural Route 1 Plummer, Idaho	1	0

#### VIII.

The total amount of capital stock of this corporation is Two hundred fifty thousand dollars (\$250,000.00) and the number of shares into which it is divided is two hundred fifty thousand (250,000) of the par value of One Dollar (\$1.00) each. Of said total capital stock Two hundred forty-nine thousand seven hundred and fifty shares (249,750) of the aggregate value of Two hundred forty-nine thousand seven hundred and fifty Dollars (\$249,750) are preferred stock, and Two hundred fifty (250) shares of the aggregate value of Two hundred fifty Dollars (\$250) are common stock.

The following rights, privileges, and conditions shall attach to the preferred shares:

The holders of preferred stock shall be entitled to receive in each year out of the surplus net profits of the corporation a fixed yearly dividend of six (6) per centum payable as may be authorized by the directors, before any dividend shall be set apart or paid on the common stock. The dividends upon the preferred stock shall not be cumulative, so that if in or for any year dividends amounting to six (6) per cent shall not be paid on the preferred stock, the deficiency shall not be a charge upon the net earnings of the corporation, and be payable subsequently, before any dividend shall be set apart or paid upon the common stock. Dividends on the common stock also may be declared payable as authorized by the directors, but only out of surplus net profits of the corporation for any fiscal year remaining after the payment of the full yearly dividend on the preferred stock for such year. The holders of preferred stock shall not be entitled to any further dividend or share of profits beyond the said non-cumulative yearly dividend of six (6) per cent; and the holders of common stock shall be entitled to receive all moneys appropriated to dividends, after the cumulative dividends of (6) six per cent on the preferred stock shall have been fully paid.

In case of the liquidation or the dissolution of the corporation, the holders of the preferred stock shall be entitled to be paid in full both the par value of their shares and the accrued dividend

