

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

~~DUPLICATE~~ ORIGINAL OF
APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

33016

1 Potato 2, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is 1 Potato 2, Inc.

SECOND: The name which it elects to use in Rhode Island is 1 Potato 2, Inc.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Minnesota

FOURTH: The date of its incorporation is October 3, 1977 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 4900 N. Cty. Rd. 18, Suite 203, New Hope, MN 55428

SIXTH: The address of its proposed registered office in Rhode Island is 111 Westminster Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are
fast food service of potato specialties

01/18/85 PAID

CPDP
CHECK
0090A001
293.00

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
	Director
See attached Schedule	Director
	Director
	
	President
	Vice President
	Secretary
	Treasurer
	
	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
6,000,000	Common	---	\$.01

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
2,145,303	Common	---	\$.01

ELEVENTH: The amount of its stated capital as defined by §7-1.1-2 of the General Laws, 1956, as amended, is \$ 60,000

TWELFTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 15,000,000

THIRTEENTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 50,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 20,000,000

FIFTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 175,000

SIXTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated December 21, 19 84

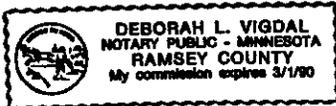
1 Potato 2, Inc.

[Exact Corporate Name of Corporation Making Application]

By Thomas Geiser
Its Vice President
and [Signature]
Its Secretary

STATE OF MINNESOTA }
COUNTY OF HENNEPIN } Sc.

At Minneapolis in said County on the 21st day
of December 19 84, before me personally appeared
Irving Weiser, who being by me first duly sworn, declared that
he is the Secretary of 1 Potato 2, Inc.,
that he signed the foregoing document as such Officer of the
corporation, and that the statements therein contained are true.



(NOTARIAL SEAL)

Deborah L. Vigdal
Notary Public

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF AUTHORITY
OF

I, _____ Secretary of State of the
State of Rhode Island hereby certify that duplicate originals of an Application of
_____ for a Certificate of Authority to transact business in this State, duly signed and verified
pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, have
been received in this office and are found to conform to law, and that the foregoing is a
duplicate original of the Application for such Certificate.

Witness my hand and the seal of the State
of Rhode Island this _____ day of
19 .

Secretary of State

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Итого: 00000000000000000000
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The Company's officers and directors are as follows:

<u>Name</u>	<u>Position with Company</u>	<u>Address</u>
Alan W. Kirchner	Chairman of the Board and Director	1245 Riverview Drive Alma, WS 54610
Kenneth A. Rittmuller	President and Director	7398 Niagara Lane Maple Grove, MN 55369
Gary W. Nelson	Senior Vice President	RR #1, P.O. Box 117A Big Lake, MN 55309
Thomas E. Leiser	Vice President -- Finance	4 White Oaks Lane St. Paul, MN 55110
Irving Weiser	Secretary and Director	641 Westwood Drive South Golden Valley, MN 55416
Gene J. Fortman	Director	2111 NW Telemark Lane Rochester, MN 55901
Robert W. Fritlz	Director	44 Montgomery St., 5th Floor San Francisco, CA 94104
Joseph J. Gallick	Director	7101 Mid Oaks Stillwater, MN 55082
J. Brooks Hauser	Director	12001 Bass Lake Road Plymouth, MN 55442
Gary Spaniak	Director	5803 S.W. 1st Avenue Cape Coral, FL 33904
Norris R. Eber	Director	1579 Haver Hill Drive Wheaton, IL 60187

214/
Articles of Incorporation **CT 47, 466**
of
THE BAKED POTATO, INC.

I, the undersigned, for the purpose of forming a corporation under and pursuant to the provisions of Minnesota Statutes, Chapter 301, do hereby associate myself as a body corporate and do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be THE BAKED POTATO, INC.

ARTICLE II

The purpose of this corporation shall be to engage in any lawful business or occupation, including general business purposes.

ARTICLE III

The duration of this corporation shall be perpetual.

ARTICLE IV

The location and post office address of the registered office of the corporation shall be 909 Farmers & Mechanics Savings Bank Building, Minneapolis, Minnesota 55402.

ARTICLE V

The total authorized number of shares of this corporation shall be 2,500 shares of common stock without par value.

ARTICLE VI

The amount of stated capital with which this corporation shall begin business shall be \$1,000.00.

ARTICLE VII

The names, post office addresses, and terms of office of the first Board of Directors are as follows:

Andrew C. Steinfeldt
5210 Morningside Road
Minneapolis, Mn.

114529

67-47, 467

The said director shall hold office until the election and qualification of successor directors.

ARTICLE VIII

The name and post office address of the incorporator is:

Felix M. Phillips
2615 Burnham Boulevard
Minneapolis, Minnesota

IN WITNESS WHEREOF, I have hereunto set my hand this 29th day of September, 1977.

In the Presence of:

Marilyn V. Dix
Marilyn V. Dix

Felix M. Phillips
Felix M. Phillips

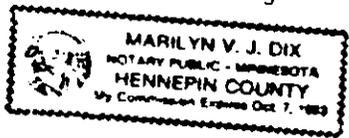
STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

On this 29th day of September, 1977, before me, a Notary Public, within and for said County and State, personally appeared Felix M. Phillips, to me personally known to be the person described in and who acknowledged that he executed the foregoing instrument as his free act and deed.

Marilyn V. Dix

STATE OF MINNESOTA
 DEPARTMENT OF STATE
 I hereby certify that the within instrument was filed for record in this office on the 3 day of Oct A. D. 19 77 at 8 o'clock A. M. and was duly recorded in Book 67-47 of Incorporations, on page 146

Jean Anderson Shaver
 25 Secretary of State



3B-274

CERTIFIED COPY OF RESOLUTION

W-49,760

I, Andrew C. Steinfeldt, do hereby certify that I am the president of The Baked Potato, Inc., and that the following is a true, complete and correct copy of a resolution duly adopted at a meeting of the Board of Directors of said Corporation duly and properly held on January 15, 1979; that a quorum was present at said meeting, that said resolution is set forth in the minutes of said meeting and has not been rescinded or modified:

"RESOLVED: That the Articles of Incorporation of The Baked Potato, Inc. be and the same hereby are amended, and that a new Article I be substituted for the present Article I, said newly amended Article I to read as follows:

ARTICLE I

The name of this corporation shall be 1 Potato 2, Inc. ✓

BE IT FURTHER RESOLVED: That except for the amendment to Article I as set forth above, the Articles of Incorporation will remain unchanged, and that the President or Vice President and the Secretary of this corporation may be and hereby are authorized and directed to make, execute and acknowledge a certificate under the corporate seal of this corporation embracing the foregoing resolutions, and to cause such certificate to be filed for record in the manner required by law."

I further certify that the board of Directors has, and at the time of the adoption of said resolution had, full power and lawful authority to adopt the foregoing resolution and to confer the powers therein granted.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of this corporation this 15th day of January, 1979.


Andrew C. Steinfeldt, President

ATTEST

William J. Egan
Vice President and Secretary

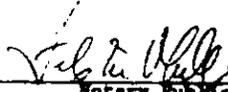
201/100



STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

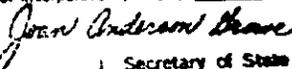
W-49, 761

The foregoing instrument was acknowledged before me
this 15th day of January, 1979, by Andrew C. Steinfeldt, President,
and William J. Eigen, Vice President and Secretary, of The Baked
Potato, Inc., a Minnesota corporation, on behalf of the corporation.



Notary Public



STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the within
instrument was filed for record in this
office on the 23 day of Jan
A. D. 19 79 at 4:30 o'clock P.M.
and was duly recorded in Book W-49
of Incorporations, on page 760

Secretary of State

3B-274

Certificate of Change
Of
Registered Office
Of
1 Potato 2, Inc.

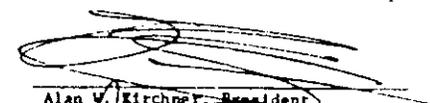
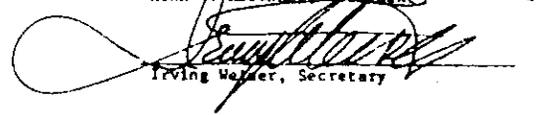
4-5, 985

The undersigned, Alan W. Kirchner and Irving Weiser, the President and Secretary, respectively, of 1 Potato 2, Inc., a Minnesota corporation, certify that the following resolutions changing the location and post office address of the registered office of the corporation in Minnesota were duly adopted by the Board of Directors of the corporation by unanimous written consent effective April 23, 1981.

BE IT RESOLVED, That the registered office of this corporation in Minnesota be changed from ~~909 FARMERS & MERCHANTS BANK BLDG. CITY OF~~ Minneapolis, County of Hennepin, to 1032 Midland Bank Building in the City of Minneapolis, County of Hennepin. ✓

BE IT FURTHER RESOLVED, That the foregoing change in the registered office of this corporation shall be effective upon the date of the filing with the Secretary of State of Minnesota of a proper certificate evidencing such change and the officers of this corporation are directed to execute and file such a certificate.

IN WITNESS WHEREOF, We have set our hands and the seal of 1 Potato 2, Inc. on June 5, 1981.

Original

Alan W. Kirchner, President

Irving Weiser, Secretary

(Corporate Seal)

33-274

COMBINED CERTIFICATE OF
ELECTION TO BECOME GOVERNED BY
MINNESOTA STATUTES 1981, CHAPTER 302A ~~161~~ 161
AND
CERTIFICATE OF
RESTATED ARTICLES OF INCORPORATION
OF
1 POTATO 2, INC.

The undersigned, the Vice President and the Secretary, respectively, of 1 Potato 2, Inc., a Minnesota business corporation organized and existing under Minnesota Statutes, Chapter 301, hereby certify that by unanimous written action of the shareholders of the corporation effective September 30, 1981, in accordance with the Articles of Incorporation and Bylaws, each as heretofore amended, of the corporation and Minnesota Statutes, Chapter 301, the following resolutions, relating to the election by the corporation to become governed by Minnesota Statutes 1981, Chapter 302A, and the adoption of Restated Articles of Incorporation of the corporation to supersede and take the place of the Articles of Incorporation, as heretofore amended, of the corporation were adopted:

100-100

1. Election

RESOLVED, That this corporation elects to become governed by Minnesota Statutes 1981, Chapter 302A.

2. Adoption of Restated Articles of Incorporation

RESOLVED, That, effective on the date on which the election by this corporation to become governed by Minnesota Statutes 1981, Chapter 302A, is effective, the existing

4-15, 162

Articles of Incorporation, as heretofore amended, of this corporation are further amended and restated in their entirety by the adoption of the following Restated Articles of Incorporation of this corporation to supersede and take the place of the existing Articles of Incorporation, as heretofore amended, of this corporation:

RESTATED
ARTICLES OF INCORPORATION
OF
1 POTATO 2, INC.

ARTICLE I

The name of this corporation is 1 Potato 2, Inc.

ARTICLE II

The purpose of this corporation shall be to engage in any lawful business or occupation, including general business purposes.

ARTICLE III

The duration of this corporation shall be perpetual.

ARTICLE IV

The location and post office address of its registered office in this state is 1032 Midland Bank Building, Minneapolis, Hennepin County, Minnesota.

ARTICLE V

The amount of stated capital of this corporation shall not be less than One Thousand Dollars (\$1,000).

75,163

ARTICLE VI

The total authorized number of shares of this corporation shall be three million (3,000,000) shares of Common Stock, and the par value of each share shall be one cent (\$.01). The Board of Directors, without authorization or approval by the stockholders, shall have authority to fix the consideration, terms, provisions, conditions, including conversion bases and rights, for and upon which shares, including treasury shares, debt obligations or other securities of the corporation and rights, warrants and options to purchase or subscribe for any of the foregoing, shall be sold, allotted, subscribed for, purchased, granted, issued or converted into or exchanged for other shares, debt obligations or securities of the corporation, and to effect contracts for and cause the sale, allotment, subscription, purchase, grant, issuance, conversion or exchange thereof. No holder of shares of any class or series shall be entitled, preemptively or as a matter of right, to subscribe for or purchase any shares of any class or series or any securities convertible into any shares whatsoever, whether now or hereafter authorized and whether issued for cash, property, services or by way of dividends or otherwise. No holders of shares of Common Stock have any right of cumulative voting.

ARTICLE VII

The name and post office address of each of the directors as of the date of filing these Restated Articles are:

4/5, 161

Alan W. Kirchner	211 Main Street Alma, WI 54610
Gary Spaniak	1628 Coralwood Drive Cape Coral, FL 94123
Robert W. Fritz	2724 Lyon Street San Francisco, CA 94123
J. Brooks Hauser	4400 North County Road 18 New Hope, MN 55428
Patricia A. Quarberg	211 Main Street Alma, WI 54610
Irving Weiser	2200 First Bank Place East Minneapolis, MN 55402

ARTICLE VIII

An action required or permitted to be taken at a meeting of the Board of Directors of the corporation may be taken by a written action signed, or counterparts of a written action signed in the aggregate, by all of the directors unless the action need not be approved by the shareholders of the corporation, in which case the action may be taken by a written action signed, or counterparts of a written action signed in the aggregate, by the number of directors that would be required to take the same action at a meeting of the Board of Directors of the corporation at which all of the directors were present.

ARTICLE IX

Except as otherwise provided by Minnesota law, the Board of Directors may amend or alter the Bylaws of the corporation, subject to the power of the shareholders to change or repeal the Bylaws and provided the Board of Directors shall not make or alter any bylaws fixing a quorum for meetings of share-

7-10, 165

holders, prescribing procedures for removing directors or filling vacancies in the Board of Directors, or fixing the number of directors or their classifications, qualifications or terms of office, except that the Board of Directors may adopt or amend any bylaw to increase their number.

ARTICLE X

The name and post office address of the incorporator was Felix M. Phillips, 2815 Burnham Boulevard, Minneapolis, Minnesota.

3. Filing Certificate

RESOLVED, That the Vice President and the Secretary of this corporation are authorized and directed to prepare, sign, acknowledge and file with the Secretary of State of Minnesota a combined certificate with respect to the adoption by the shareholders of the foregoing resolutions relating to the election by this corporation to become governed by Minnesota Statutes 1981, Chapter 302A, and the adoption of Restated Articles of Incorporation of this corporation.

IN WITNESS WHEREOF, the undersigned have signed this Certificate on behalf of 1 Potato 2, Inc. this 30th day of September, 1981.

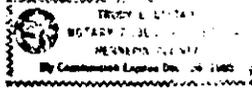
STATE OF MINNESOTA)
) SS
COUNTY OF HENNEPIN)

45, 166

The foregoing instrument was acknowledged before me
this 30th day of September, 1981, by Robert W. Frits, the Vice
President, and by Irving Weiser, the Secretary, of 1 Potato 2,
Inc., a Minnesota corporation, on behalf of said corporation.

Paul A. [Signature]
Notary Public

(Seal)



STATE OF MINNESOTA
NOTARY PUBLIC
I hereby certify that the within
instrument was filed for record in the
office on the 1 day of Oct
A. D. 1982 at 1:40 o'clock P. M.,
and was duly recorded in Book 45
of Incorporations, on page 166
John Anderson [Signature]
Secretary of State

3B-274

257

113

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
I POTATO 2, INC.

We, Alan W. Kirchner and Irving Weiser, the President and the Secretary, respectively, of I Potato 2, Inc., a Minnesota corporation (the "Corporation"), certify that at a special meeting of the shareholders of the Corporation duly called and held on September 10, 1982 in accordance with the laws of the State of Minnesota and the Articles of Incorporation and Bylaws of the Corporation, the resolutions set forth below amending the Articles of Incorporation of the Corporation were adopted by the affirmative vote of the holders of Common Stock, such class being the only class entitled to vote thereon:

RESOLVED, that the Articles of Incorporation of I Potato 2, Inc. be and the same hereby are amended, and that a new Article VI be substituted for the present Article VI, such newly amended Article VI to read in its entirety as follows:

"ARTICLE VI

"That the total number of shares of stock which this corporation is authorized to issue is 3,275,000 shares, of which 3,000,000 shares of the par value of one cent (\$.01) are designated common stock and 275,000 shares of the par value of Three and 25/100 Dollars (\$3.25) are designated preferred stock. The Board of Directors, without authorization or approval by the stockholders, shall have authority to fix the consideration, terms, provisions, conditions, including conversion bases, preferences and rights, for and upon which shares, including treasury shares, debt obligations or other securities of the Corporation and rights, warrants and options to purchase or subscribe for any of the foregoing, shall be sold, allotted, subscribed for, purchased, granted, issued or converted into or exchanged for other shares, debt obligations or securities of the Corporation, and to effect contracts for and cause the sale, allotment, subscription,

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STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the within
instrument was filed for record in this
office on 10 Sept
A. D. 1 9 at Y. B.
and was duly recorded in
of book 257
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JD