## State of Chode Island and Providence Plantations Business corporation

## ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

THIRD. The purpose or purposes for which the corporation is organized are:

To own, conduct, operate, maintain and carry on Burger King Restaurants

The corporation shall have power: (See \$7-1.1-4 of the General Laws, 1956, as amended.)

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation
  - (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
  - (f) To lend money and to use its credit to assist its employees.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.
  - (k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- (1) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
  - (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.
- (o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.
- (i) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.
  - (q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.
  - (r) To have and exercise all powers necessary or convenient to effect its purposes

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) If only one class: Total number of shares ... 1,000 ....

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

without par value

or

(b) If more than one class: Total number of shares

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

Sixth. Provisions (if any) for the regulation of the internal affairs of the corporation:

The number of stockholders and the issuance and transfer of stock of the corporation is restricted. Stock may be issued or transferred only after authorization by Burger King Corporation in accordance with the terms and conditions outlined in the Franchise Agreement with Burger King Corporation.

The transfer of stock is subject to the terms and conditions of a Franchise Agreement with Burger King Corporation. Referenced is made to such Franchise Agreement and the restrictive provisions of the Charter and By-laws of this corporation.

And the name of its initial registered agent at such address is:  Louis A. Geremia  Eighth. The number of directors constituting the initial board of directors of the corporation is two and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:  (It this is a close corporation pursuant to 47-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)  Name  Aidtress  Nicholas W. Janikies 1000 old Greenwich Dr., East Greenwich Margaret J. Janikies 1000 old Greenwich Dr., East Greenwich Dr., East Greenwich Argaret J. Janikies 1000 old Greenwich Dr., East Greenwich Dr., East Greenwich Argaret J. Janikies 189 Canal Street, Providence, RI 029  NINTH. The name and address of each incorporator is:  Name  Louis A. Geremia 189 Canal Street, Providence, RI 029  Tenth. Date when corporate existence to begin (not more than 30 days after filling of these articles of incorporation):	SEVENTH. The address of the initial 189 Canal Street, Providence, RI	l registered office of the corporation is I 02903 (add Zip Code)	
corporation is	and the name of its initial registered age	ent at such address is:	
corporation is	Еіснтн. The number of directors con	nstituting the initial board of directors of the	
Ninth. The name and address of each incorporator is:  Name  Ninth. The name and address of each incorporator is:  Name  Louis A. Geremia  Tenth. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):	corporation is and the to serve as directors until the first ann	e names and addresses of the persons who are mual meeting of shareholders or until their	
Nicholas W. Janikies 1000 Old Greenwich Dr., East Greenwich Bargaret J. Janikies 1000 Old Greenwich Dr., East Greenwich Dr., E		51 of the General Laws, 1956, as amended, state the name(s)	
NINTH. The name and address of each incorporator is:  Name  Louis A. Geremia  Name  189 Canal Street, Providence, RI 029  Tenth. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):	Name	Address	
NINTH. The name and address of each incorporator is:  Name 189 Canal Street, Providence, RI 029  Tenth. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):	Nicholas W. Janikies	1000 Old Greenwich Dr., East Greenwich	1
Name Louis A. Geremia  189 Canal Street, Providence, RI 029  Tenth. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):	Margaret J. Janikies	1000 Old Greenwich Dr., East Greenwich	? ?
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MARCH 15,1889	Manch 15/889		
Dated March /5 , 1989			

STATE OF KHODE ISLAND	In the	of Providence	co.
County of Providence	Town	J OI FIDVIDEIN	<b>La L</b>
in said county this	15th day o	f March	, A.D. 19.89
then personally appeare	ed before me	Louis A. Geremia	· · · · · · · · · · · · · · · · · · ·
each and all known to m	ne and known by me-t		uting the foregoing
instrument, and they sev their free act and deed.	, ,,,	said instrument by th	em subscribed to be
then free act and deed.	/	71 11 1	117
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## The Jan Companies

P.O. Box 8819

35 Sockanosset Cross Road Cranston, Rhode Island 02920-0819 Telephone (401) 946-4000



March 13, 1989

Ms. Kathleen Connell Secretary of State State of Rhode Island State House Providence, RI 02903

Dear Ms. Connell:

Very truly yours,

Janco, Inc.

Nicholas W. Janikies, President

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