

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

APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
OF

YORK STEAK HOUSE SYSTEMS, 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 York Steak House Systems, Inc.

SECOND: The name which it elects to use in Rhode Island is York Steak House Systems, 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 Ohio

FOURTH: The date of its incorporation is February 13, 1969 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 4323 Eastpoint Dr., Columbus, Ohio 43227

SIXTH: The address of its proposed registered office in Rhode Island is 10 Jefferson Blvd., Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at that address is David F. Sweeney

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

To acquire territory franchise agreements from corporations or individuals and to do any and all acts incident thereto; to grant territory franchise agreements to corporations or individuals; to engage in retail business, food and beverage dispensing and all the incidents thereto; to engage in acquiring, selling, leasing and renting of real estate and personal property and any and all incidents thereto; and to acquire, buy and hold stock in other corporations and the doing of all things incident thereto.

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

<u>Name</u>	<u>Office</u>	<u>Address</u>
Elliott S. Grayson	Director	346 Naiche Ct., Columbus, OH
Howard H. Grayson	Director	26 Martha's Ln., Chestnut Hill, MA
Berndt H. Gros	Director	9302 Hawthorne Pt., Dr., Westerville, OH
Ruth Patsy Grayson	Director	346 Naiche Ct., Columbus, OH
Ann Grayson	Director	26 Martha's Ln., Chestnut Hill, MA
Elliott S. Grayson	President	346 Naiche Ct., Columbus, OH
Howard H. Grayson		26 Martha's Ln., Chestnut Hill, MA
Berndt H. Gros	Vice President	9302 Hawthorne Pt. Dr., Westerville, OH
Mark C. Mirken	Secretary	190 S. Cassingham, Columbus, OH
Elliott S. Grayson	Treasurer	346 Naiche Ct., Columbus, OH
	Asst. Sec./	
Richard D. Halterman	Asst. Treas.	9111 Indian Mound Rd., Pickerington, OH
	Comptroller	
Ruch Patsy Grayson	Asst. Sec./	346 Naiche Ct., Columbus, OH
	Asst. Treas.	

**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>
1,000	Common	None	No-par value

**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>
664	Common	None	No-par value

**ELEVENTH:** The amount of its stated capital as defined by §7-1.1-2 of the General Laws, 1956, as amended, is \$ 3,320

**TWELFTH:** An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 347,000

**THIRTEENTH:** An estimate of the value of its property to be located within Rhode Island during such year is \$ None

**FOURTEENTH:** An estimate of the gross amount of business to be transacted by it during such year is \$ 3,062,000

**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 \$ 123,000

**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 March 15, 1976

YORK STEAK HOUSE SYSTEMS, INC.  
[Exact Corporate Name of Corporation Making Application]

By Elliott S. Grayson, Pres  
Its XXXXXX President  
and Mark C. Smith, Sec.  
Its XXXXXX Secretary

STATE OF OHIO }  
COUNTY OF FRANKLIN } Sc.

At Columbus, Ohio in said County on the 5th day  
of March, 1976 before me personally appeared  
Elliott S. Grayson, who being by me first duly sworn, declared that  
he is the President of York Steak House Systems, Inc.  
that he signed the foregoing document as such President of the  
corporation, and that the statements therein contained are true.

Cynthia L. Fisher

Notary Public  
CYNTHIA L. FISHER  
NOTARY PUBLIC, FRANKLIN COUNTY, OHIO  
MY COMMISSION EXPIRES JULY 30, 1980

(NOTARIAL SEAL)

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# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on May 17, 1991, as shown by the records of this office.

The document number of the surviving corporation is 328176.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
day of  
3rd February, 1992.



CR2EO22 (2-91)

*Jim Smith*

Jim Smith  
Secretary of State