

Filing fee: \$35.00

APPLICATION FOR  
AMENDED CERTIFICATE OF AUTHORITY  
OF

McDonald's Corporation

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on January 22, 1965, authorizing it to transact business in Rhode Island under the name of McDonald's Corporation

SECOND: The corporate name of the corporation has been changed to No change

[If no change, so indicate]

THIRD: The name which it elects to use hereafter in Rhode Island is McDonald's Corporation

FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

[If no other or additional purposes are proposed, insert "No change."]

See attached Exhibit A

FIFTH: Other amendments, if any, to Certificate of Authority previously issued: (see §§7-1.1-103, 7-1.1-109, 7-1.1-110. of the General Laws, 1956, as amended.) (If increase of authorized capital stock, state: Increase of Authorized Common and Preferred Stock

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
300,000,000	Common		Without Par Value
40,000,000	Preferred		Without Par Value

- (A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 2,284,000,000
- (B): An estimate of the value of its property to be located within Rhode Island during such year is \$ 8,000,000
- (C): An estimate of the gross amount of business to be transacted by it during such year is \$ 1,005,000,000
- (D): 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 \$ 3,000,000

THIRD. The nature of the business of the corporation and the objects and purposes to be transacted, promoted or carried on are as follows:

1. To obtain by license or otherwise and to grant to others by license or otherwise the right to the use of drive-in food establishment systems and food service systems of every kind and character, and to manage and operate drive-in and other restaurants and eating places of all kinds.

2. To manufacture, construct, lease, purchase and otherwise acquire; to hold, own, repair, maintain, operate and invest, trade and deal in; to lien, mortgage, pledge and otherwise encumber, and to let, assign, transfer, sell and otherwise dispose of goods, wares and merchandise and personal property of every kind and description and wherever situated.

3. To the same extent as natural persons might or could do, to purchase or otherwise acquire, hold, own, maintain, work, develop, sell, lease, sublease, exchange, hire, convey, mortgage or otherwise dispose of and turn to account and deal in, lands, leaseholds, any interests, estates and rights in real property, any personal or mixed property, and franchises, rights, licenses, permits or privileges of every character.

4. To acquire by purchase, exchange or otherwise, all, or any part of, or any interest in, the properties, assets, business and good will of any one or more persons, firms, associations, corporations or syndicates engaged in any business which the Corporation is authorized to engage in; to pay for the same in cash, property or its own or other securities; to hold, operate, reorganize, liquidate, sell or in any manner dispose of the whole or any part thereof; and in connection therewith, to assume or guarantee performance of any liabilities, obligations or contracts of such persons, firms, associations, corporations or syndicates, and to conduct in any lawful manner the whole or any part of any business thus acquired.

5. To acquire by purchase, subscription, contract or otherwise, and to hold for investment or otherwise, sell, exchange, mortgage, pledge or otherwise dispose of, or turn to account or realize upon, and generally to deal in and with, any and all kinds of securities issued or created by, or interests in, corporations, associations, partnerships, firms, trustees, syndicates, individuals, municipalities or other political or governmental divisions or subdivisions, or any thereof, or by any combinations, organizations or entities whatsoever, irrespective of their form or the name by which they may be described; and to exercise any and all rights, powers, and privileges of individual ownership or interest in respect of any and all such securities and interests, including the right to vote thereon and to consent and otherwise act with respect thereto; to do any and all acts and things for the preservation, protection, improvement and enhancement in value of any and all such securities or interests, and to aid by loan, subsidy, guaranty or in any other manner permitted by law those issuing, creating, or responsible for any such securities or interests.

6. To develop, apply for, obtain, register, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, enjoy, turn to account, grant licenses in respect of, manufacture under, introduce, sell, assign, mortgage, pledge or otherwise dispose of any and all inventions, devices, formulae, processes, improvements and modifications thereof, letters patent and all rights connected therewith or appertaining thereunto, copyrights, trademarks, trade names, trade symbols and other indications or origin and ownership, franchises, licenses, grants and concessions granted by or recognized under the laws of the United States of America or of any state or subdivision thereof or of any other country or subdivision thereof.

7. To loan money upon the security of real and/or personal property of whatsoever name, nature or description, or without security.

8. To borrow money for any of the purposes of the Corporation, from time to time, and without limit as to amount; to issue and sell its own securities in such amounts, on such terms and conditions, for such purposes and for such prices, as the Board of Directors shall determine; and to secure such securities, by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets, business and good will of the Corporation, then owned or thereafter acquired.

It is the intention that the objects and purposes set forth in the foregoing clauses of this Article Third shall not, unless otherwise specified herein, be in any wise limited or restricted by reference to, or inference from, the terms of any other clause of this or any other article in this Certificate, but that the objects and purposes specified in each of said clauses shall be regarded as independent objects and purposes.

It is also the intention that the foregoing clauses shall be construed as powers as well as objects and purposes; that the Corporation shall be authorized to conduct its business or hold property in any part of the United States and its possessions, and foreign countries; that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the Corporation; and that generally the Corporation shall be authorized to exercise and enjoy all other powers conferred on corporations by the laws of Delaware.

Dated SEPT 10, 1985.

By Shelby Yastrow  
Its Vice President of  
and Robert B. Ryan  
Its Ass't Secretary

STATE OF Illinois }  
COUNTY OF DuPage } So.

At \_\_\_\_\_ in said County on the 10 day  
of SEPTEMBER 1985, before me personally appeared Shelby Yastrow  
and Robert B. Ryan, who being by me first duly sworn, declared that ~~they~~ they are  
Vice President & Assistant Sec'y of McDonald's Corporation,  
they respectively Officers  
that he signed the foregoing document as such  
of the corporation, and that the statements therein contained are true.

Rhonda K. Urbik  
Notary Public

My Commission Expires June 22, 1987

(NOTARIAL SEAL)

✓ 23739

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SHEER 819.48

REFR  
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CHECK -10.00  
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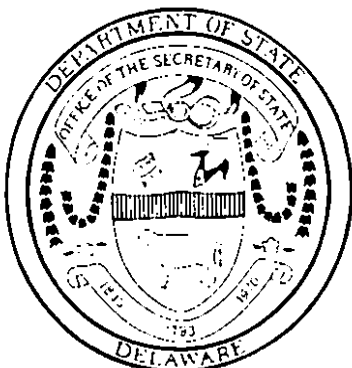


# State of DELAWARE



## Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of \_\_\_\_\_ Amendment \_\_\_\_\_  
filed in this office on \_\_\_\_\_ May 29, 1985 \_\_\_\_\_



*Michael Harkins*  
\_\_\_\_\_  
Michael Harkins, Secretary of State

BY: \_\_\_\_\_ *[Signature]* \_\_\_\_\_

DATE: \_\_\_\_\_ July 24, 1985 \_\_\_\_\_