

# Commonwealth of Kentucky

OFFICE OF  
SECRETARY OF STATE

FRANCES JONES MILLS  
*Secretary*



FRANKFORT,  
KENTUCKY

## CERTIFICATE OF AUTHORITY OF

PVIM, INC.

*I, FRANCES JONES MILLS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that duplicate originals of an application of*

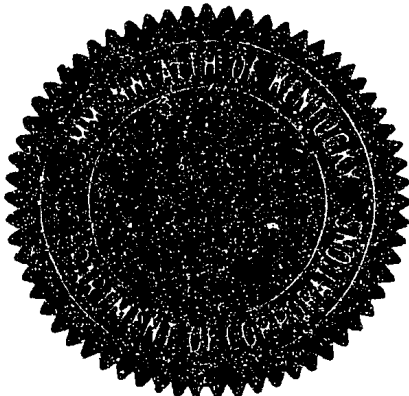
PVIM, INC.

ST. LOUIS, MISSOURI 63102

*for a Certificate of Authority to transact business in this Commonwealth, duly signed and verified pursuant to the Provisions of Kentucky Revised Statutes Chapter 271A have been received in this office and comply to said statutes.*

*Accordingly, as Secretary of State, and by virtue of the authority vested in me by law, I do hereby issue this Certificate of Authority to transact business in this Commonwealth under the name of*

PVIM, INC.



SECRETARY OF STATE

*Witness my official signature and seal of office this* 27TH  
*day of* DECEMBER 19 82 *at Frankfort, Kentucky.*

*Frances Jones Mills*  
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

# Commonwealth of Kentucky

OFFICE OF  
SECRETARY OF STATE

ORIGINAL COPY  
FILED AND RECORDED  
SECRETARY OF STATE OF KENTUCKY  
FRANKFORT, KY

ELMA L. STOVALL  
Secretary



SECRETARY OF STATE  
**RECEIVED**  
KENTUCKY  
DEC 27 1982

DEC 27 1982

*Elma L. Stovall* #35  
SECRETARY OF STATE

## APPLICATION FOR <sup>Commonwealth of Kentucky</sup> CERTIFICATE OF AUTHORITY <sup>279811</sup>

Pursuant to the provisions of Chapter 271A of the Kentucky Revised Statutes, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the state of Kentucky and for that purpose submits the following statement:

- First: Name of Corporation PVIM, Inc.
- Second: The name to be used in the state of Kentucky PVIM, Inc.
- Third: State or country of incorporation Missouri
- Fourth: Date of incorporation August 6, 1982  
and duration of incorporation perpetual
- Fifth: Address of principal office in the state or country of incorporation 314 North Broadway, St. Louis, Missouri 63102
- Sixth: Address of proposed registered office in Kentucky KENTUCKY HOME LIFE BUILDING  
c/o C T Corporation System, Louisville, Kentucky 40202  
and name of registered agent in Kentucky at the same address C T CORPORATION SYSTEM
- Seventh: The purpose or purposes which said corporation intends to transact business in the state of Kentucky to engage, directly or through subsidiary corporations or other entities, in the restaurant business
- Eighth: The names and addresses of all the corporate directors and officers are as follows. Attach separate sheet if more space is needed.

NAME	OFFICE	ADDRESS
<u>Alan S. McDowell</u>	<u>Director, Pres., Sec., and Treasurer</u>	<u>900 East Wayzata Blvd. Wayzata, MN 55391</u>



# STATE of MISSOURI

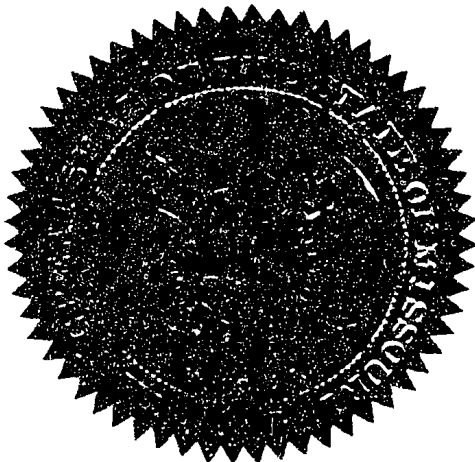
JAMES C. KIRKPATRICK, Secretary of State

## Corporation Division

### Certificate of Corporate Records

*I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office.*

*In Testimony Whereof, I hereunto set my hand and affix the Great Seal of the State of Missouri. Done at the City of Jefferson, this*  
16TH day of DECEMBER 19 82.



*James Kirkpatrick*  
Secretary of State

No. 00243866



STATE of MISSOURI
JAMES C. KIRKPATRICK, Secretary of State

Corporation Division

Certificate of Incorporation

WHEREAS, duplicate originals of Articles of Incorporation of PVIM, INC.

have been received and filed in the office of the Secretary of State, which Articles, in all respects, comply with the requirements of The General and Business Corporation Law:

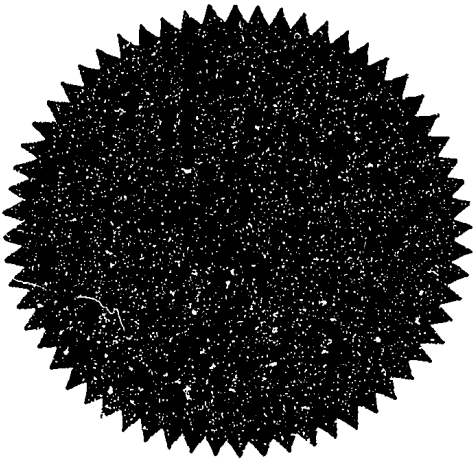
NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, by virtue of the authority vested in me by law, do hereby certify and declare PVIM, INC.

a body corporate, duly organized this day and that it is entitled to all rights and privileges granted corporations organized under The General and Business Corporation Law; that the address of its initial Registered Office in Missouri is 314 N. Broadway, St. Louis, MO. 63102

that its period of existence is Perpetual; and that the amount of its Authorized Shares is 30,000 common @ \$1.00

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 6th day of August, 19 82

James C. Kirkpatrick Secretary of State



RECEIVED OF: PVIM, INC. Fifty-three dollars and no/100----- Dollars, \$ 53.00

For Credit of General Revenue Fund, on Account of Incorporation Tax and Fee.

No. 00243866

James C. Kirkpatrick Secretary of State



State of Missouri . . . Office of Secretary of State

JAMES C. KIRKPATRICK, Secretary of State

Articles of Incorporation

(To be submitted in duplicate by an attorney)

HONORABLE JAMES C. KIRKPATRICK  
SECRETARY OF STATE  
STATE OF MISSOURI  
JEFFERSON CITY, MO. 65101

The undersigned natural person(s) of the age of eighteen years or more for the purpose of forming a corporation under The General and Business Corporation Law of Missouri adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is: PVIM, INC.

ARTICLE TWO

The address, including street and number, if any, of the corporation's initial registered office in this state is: \_\_\_\_\_

314 NORTH BROADWAY, ST. LOUIS, MISSOURI 63102

and the name of its initial agent at such address is: C T CORPORATION SYSTEM

ARTICLE THREE

The aggregate number, class and par value, if any, of shares which the corporation shall have authority to issue shall be:

30,000 shares of Common Stock, par value  
\$1.00 per share

The preferences, qualifications, limitations, restrictions, and the special or relative rights, including convertible rights, if any, in respect of the shares of each class are as follows:

not applicable

FILED AND CERTIFICATE OF  
INCORPORATION ISSUED

AUG 6 1982

*James C. Kirkpatrick*

ARTICLE FOUR

The extent, if any, to which the preemptive right of a shareholder to acquire additional shares is limited or denied.

No shareholder of the corporation shall have any preemptive rights to subscribe for, purchase or acquire any shares of the corporation of any class, whether unissued or now or hereafter authorized, or any obligations or other securities convertible into or exchangeable for any such shares.

ARTICLE FIVE

The name and place of residence of each incorporator is as follows:

<i>Name</i>	<i>Street</i>	<i>City</i>
Henry F. Frisch	4012 Beard Avenue South	Minneapolis, MN 55410

ARTICLE SIX

(Designate which and complete the applicable paragraph)

The number of directors to constitute the first board of directors is \_\_\_\_\_. Thereafter the number of directors shall be fixed by, or in the manner provided in the bylaws. Any changes in the number will be reported to the Secretary of State within thirty calendar days of such change.

or

The number of directors to constitute the board of directors is one (1). (The number of directors to constitute the board of directors must be stated herein if there are to be less than three directors. The persons to constitute the first board of directors may, but need not, be named).

ARTICLE SEVEN

The duration of the corporation is perpetual

ARTICLE EIGHT

ARTICLE EIGHT

The corporation is formed for the following purposes:

To engage, directly or through subsidiary corporations or other entities, in the restaurant business.

To have and exercise all the powers, rights and privileges now or hereafter conferred by the laws of the State of Missouri.

To have and to exercise all powers necessary or convenient to effect the foregoing purposes.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this August 3rd day

of \_\_\_\_\_, 19 82.

Henry F. Frisch  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

STATE OF MINNESOTA

COUNTY OF HENNEPIN

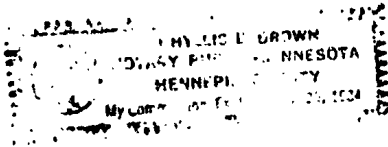
85.

I, Philip L. Brown, a notary public,

do hereby certify that on the 6<sup>th</sup> day of August, 1982 personally appeared

before me, Henry F. Frisch (and \_\_\_\_\_)

who being by me first duly sworn, (~~severally~~) declared that he is (~~they are~~) the person(~~s~~) who signed the foregoing document as incorporator(~~s~~), and that the statements therein contained are true.



Philip L. Brown  
Notary Public

My commission expires \_\_\_\_\_, 19\_\_\_\_

FILED AND CERTIFICATE OF  
INCORPORATION ISSUED

AUG 6 1982

*James Christopher*





**STATE of MISSOURI**  
JAMES C. KIRKPATRICK, Secretary of State

**Corporation Division**

**Certificate of Amendment**

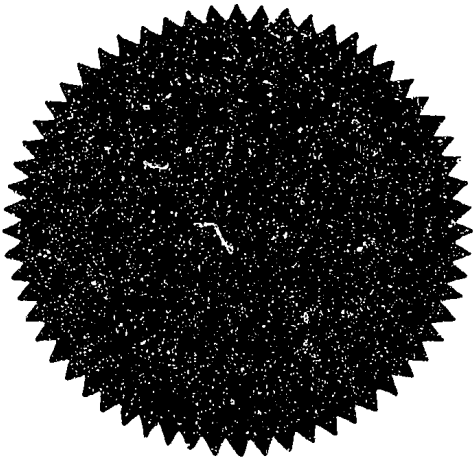
WHEREAS, .....PVIM, INC.....

a corporation organized under The General and Business Corporation Law has delivered to me a Certificate of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the amendment of Articles of Incorporation under The General and Business Corporation Law,

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, do hereby certify that I have filed said Certificate of Amendment as provided by law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this ....6.... day of .....October....., 19 ....82

*James C. Kirkpatrick*  
Secretary of State



RECEIVED OF: .....PVIM, INC.....

.....FIFTEEN DOLLARS.....Dollars, \$.....15.00.....

For Credit of General Revenue Fund, on Account of Incorporation Tax and Fee.

No. .00243866.....

*James C. Kirkpatrick*  
Secretary of State

STATE OF MISSOURI

OFFICE OF SECRETARY OF STATE

AMENDMENT OF ARTICLES OF INCORPORATION

(To be submitted in duplicate by an Attorney)

HONORABLE JAMES C. KIRKPATRICK  
SECRETARY OF STATE  
STATE OF MISSOURI  
JEFFERSON CITY, MO. 65102

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned Corporation certifies the following:

(1) The name of the Corporation is PVIM, Inc.

The name under which it was originally organized was PVIM, Inc.

(2) An amendment to the Corporation's Articles of Incorporation was adopted by the shareholders on October 1, 1982.

(3) The amendment adopted is as follows:  
RESOLVED, that Article Three of the Articles of Incorporation of this Corporation is hereby amended to read in its entirety as follows:

The aggregate number, class and par value, if any, of shares which the corporation shall have authority to issue shall be: 3,000,000 shares of Common Stock, par value \$.01 per share.

(4) Of the 1,000 shares outstanding 1,000 of such shares were entitled to vote on such amendment.

The number of outstanding shares of any class entitled to vote thereon as a class were as follows:

<u>Class</u>	<u>Number of Outstanding Shares</u>
Common Stock	1,000

(5) The number of shares voted for and against the amendment was as follows:

<u>Class</u>	<u>No. Voted For</u>	<u>No. Voted Against</u>
Common Stock	1,000	0

(6) If the amendment provides for an exchange, reclassification, or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, the following is a statement of the manner in which such reduction shall be effected:

Not Applicable

IN WITNESS WHEREOF, the undersigned, Alan S. McDowell  
President or  
has executed this instrument and its \_\_\_\_\_  
Vice-President  
Secretary  
Secretary or Assistant Secretary

has affixed its corporate seal hereto and attested said seal on the 1 day of OCTOBER, 1983.

Place  
Corporate Seal  
Here

PVIM, Inc.  
(Name of Corporation)

ATTEST:

Alan S. McDowell, Secy  
(Secretary or Asst. Secretary)

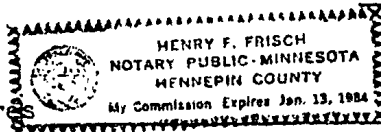
By Alan S. McDowell, Pres.  
(President or Vice President)

STATE OF MINNESOTA )  
COUNTY OF HENNEPIN ) SS

I, Henry F. Frisch, a notary public, do hereby certify that on this 1st day of October, 1983, personally appeared before me Alan S. McDowell, who, being by me first duly sworn, declared that he is the President and Secretary of PVIM, Inc., that he signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

My commission expires



Henry F. Frisch  
Notary Public

FILED AND CERTIFICATE  
ISSUED  
OCT 06 1982

James [Signature]  
Corporation Dept. SECRETARY OF STATE

SECRETARY OF STATE  
**RECEIVED**

DEC 27 1982

COMMONWEALTH OF KENTUCKY

**FAEGRE & BENSON**

3400 IDS CENTER

MINNEAPOLIS, MINNESOTA 55402-2202

612 / 371-5300

2530 GREAT-WEST LIFE TOWER

1875 BROADWAY

DENVER, COLORADO 80202-4625

303 / 629-5674

December 22, 1982

Secretary of State  
Capitol Building  
Frankfort, KY 40601

RE: PVIM, Inc.

Dear Madam:

Enclosed herewith please find duplicate originals of an Application for Certificate of Authority of PVIM, Inc., along with a check in the amount of \$35 in payment of the filing fees. Also enclosed is a certified copy of the Articles of Incorporation and all amendments of PVIM, Inc.

Please file the application and return an acknowledgment of the filing thereof to the attention of the undersigned.

Very truly yours,



Phyllis L. Brown  
Legal Assistant

PLB/gac

Enclosures