

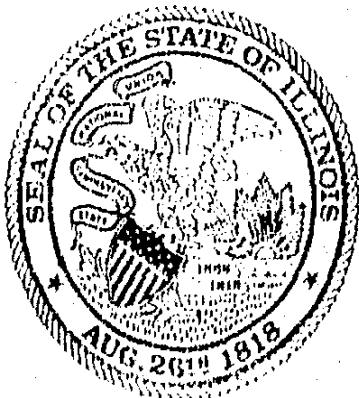


Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF IHOP REALTY CORP.

INCORPORATED UNDER THE LAWS OF THE STATE OF **Delaware** HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 1st day of September A.D. 1992 and of the Independence of the United States the two hundred and 17th



George H Ryan
SECRETARY OF STATE

92754272

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STATE

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Form **BCA-13.15**

(Rev. Jan. 1991)

APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE

George H. Ryan
Secretary of State
Department of Business Services

FILED

SEP 1 1992

GEORGE H. RYAN
SECRETARY OF STATE

This space for use by
Secretary of State

Date

9/1/92

License Fee

\$

Franchise Tax

\$

Filing Fee

\$

Penalties

\$

Approved:

H. 100

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

1. (a) CORPORATE NAME: IHOP Realty Corp.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME:

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

PAID

2. (a) State or Country of Incorporation: Delaware

(b) Date of Incorporation: July 21, 1986

SEP 1 1992

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located:

525 N. Brand Boulevard, 3rd Floor
Glendale, California 91203

(b) Address of principal office in Illinois:

555 Pierce Road, Suite 110
Itasca, Illinois 60143

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent The Prentice-Hall Corporation System, Inc.

First Name

Middle Name

Last Name

Registered Office 33 North LaSalle Street

Number

Street

Suite #

Chicago, Illinois 60602

City

Zip Code

Cook

County

5. States and countries in which it is admitted or qualified to transact business:

Virginia, New Jersey, California, Colorado, Arizona, Georgia, Missouri, Michigan, Texas

6. Names and residential addresses of officers and directors:

	Name	No. & Street	City	State	Zip
President	Richard K. Herzer	4411 Woodleigh Lane	La Canada-Elintridge	CA	91011
Secretary	Larry Alan Kay	4035 Pacheco Drive	Sherman Oaks	CA	91403
Director	Richard K. Herzer	Same as above			
Director	Larry Alan Kay	Same as above			
Director					

If more than 3, attach list

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RETURN TO:

**PROPERTY HALL
LEGAL & FINANCIAL SERVICES**

6000 Wilshire Blvd., Ste. 700
Los Angeles, CA 90048

Attn: DEBORAH H. WISDA

Re: THOR REALTY CORP.

Job Number: 155-92-00678

DEPT-01 RECORDINGS \$27.50
7#9999 TRAN 0665 10/07/92 10:34:00
#1056 # 92-764272
COOK COUNTY RECORDER

**EXPEDITED
SECRETARY OF STATE**

SEP 29 1992

EXP. FEES 25.00
COPY - CERT. 10.00



STATE OF ILLINOIS
Office of the Secretary of State
I hereby certify that this is a true and correct copy, consisting of three pages, as taken from the original on file in this office.

**GEORGE H. RYAN
SECRETARY OF STATE**

DATED: September 29, 1992

BY: Julie Jaeger

92754272

#27.50

7. Purpose or purposes proposed to be pursued in transacting business in this state:

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To acquire, develop, lease, mortgage and sell real and personal property.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	-	-0-	1,000,000	10

9. Paid-in Capital: \$ 100.00

(*Paid-in Capital* replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

024344
100

- 10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 20,255,000
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 505,000
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 2,457,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 48,000

11. Interrogatories:

- (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: Glendale, CA
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 10
- (d) Is the corporation transacting business in this state at this time? no
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated August 31, 19 92 IHOP Realty Corp. (Exact Name of Corporation)

attested by Carol Lavender (Signature of Secretary or Assistant Secretary)

by Larry Alan Kay (Signature of President or Vice President)

Carol Lavender (Type or Print Name and Title)

Larry Alan Kay Exec. V.P. - Admin., Sec'y & General Counsel (Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.
** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

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