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File Number

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SEAL OF THE STATE OF ILLINOIS  
OFFICE OF  
THE SECRETARY OF STATE



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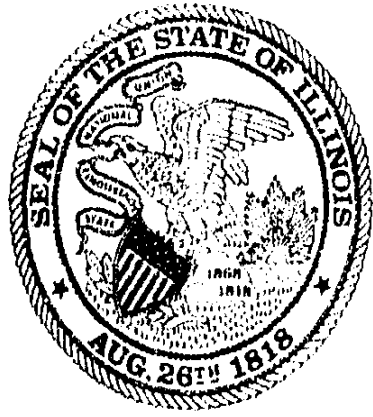
DEPT-01  
144444 TRAN 2521 01/05/94 15109100  
18025 6 \* -4-013869  
COOK COUNTY RECORDER

Whereas,

APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT  
BUSINESS IN THIS STATE OF  
IHOP PROPERTIES, INC.  
INCORPORATED UNDER THE LAWS OF THE STATE OF CALIFORNIA 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 3RD  
day of JANUARY A.D. 19 94 and  
of the Independence of the United States  
the two hundred and 18TH



George H. Ryan  
SECRETARY OF STATE

Box 314

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Property of Cook County Clerk's Office

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Form **BCA-13.15**

## APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACTION BUSINESS IN ILLINOIS

(Rev. Jan. 1991)

George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 792-1834

This space for use by Secretary of State

# FILED

JAN 3 1994

GEORGE H. RYAN  
SECRETARY OF STATE

This space for use by  
Secretary of State

Date 1-3-94

License Fee \$           

Franchise Tax \$           

Filing Fee \$           

Penalties \$           

Approved: John Ryan

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: THOP Properties, Inc.

(Complete item 1 (a) 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 4.18 is attached.)

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

(b) Date of Incorporation: May 28, 1969

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: 525 No. Brand Boulevard

Glendale, CA 91203

(b) Address of principal office in Illinois: 34913869

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

Registered Agent The Prentice-Hall Corporation System, Inc.

Registered Office 33 North LaSalle Street

Chicago Illinois 60602

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

JAN 3 1994

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	Zip
President <u>Richard K. Herzer</u>	<u>4411 Woodleigh Lane</u>	<u>LaCanda - Elmhurst</u>	<u>CA</u>	<u>91011</u>
Secretary <u>Frederick G. Silny</u>	<u>2247 W. Silver Lk. Dr.</u>	<u>Los Angeles</u>	<u>CA</u>	<u>90039</u>
Director <u>Richard K. Herzer</u>	<u>4411 Woodleigh Lane</u>	<u>LaCanda - Elmhurst</u>	<u>CA</u>	<u>91011</u>
Director <u>Frederick G. Silny</u>	<u>2247 W. Silver Lk. Dr.</u>	<u>Los Angeles</u>	<u>CA</u>	<u>90039</u>

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Handwritten initials and date: 25 8

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7. Purpose or purposes proposed to be pursued in transacting business in this state:  
(If not sufficient space to cover this point, add one or more sheets of this size.)

Leasing Real Estate

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8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		N.P.V.	3,000	10
Preferred			3,000	

9. Paid-in Capital: \$ 100,000

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

10. (a) Give an estimate of the total value of all "S property" of the corporation for the following year: \$ 15,300,000.00
- (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: \$ 1,300,000.00
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 24,000,000.00
- (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: \$ 825,000.00

11. Interrogatories:

- (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: 525 No. Brand Boulevard  
Glendale, CA 91203
- (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 December 20, 19 93 IHCP Properties, inc.  
(Exact Name of Corporation)

attested by Carol Lavender by Frederick G. Silny  
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

Carol Lavender, Assistant Secretary Frederick G. Silny, Vice President  
(Type or Print Name and Title) (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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