

**P02000134746**

Florida Department of State  
Division of Corporations  
Public Access System

✓ sent

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H02000241396 9)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To: Division of Corporations  
Fax Number : (850)205-0381

From: Account Name : FISHER, TOUSEY, LEAS & BALL  
Account Number : I19990000021  
Phone : (904)356-2600  
Fax Number : (904)355-0233

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 DEC 27 AM 7:29

**FLORIDA PROFIT CORPORATION OR P.A.**

**Denny Holdings, Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

12-30-02  
47

((H02000241396 9))

FILED  
CLERK OF SUPERIOR COURT  
02 DEC 27 AM 7:25  
SEATTLE, WASHINGTON

**ARTICLES OF INCORPORATION**

**OF**

**DENNY HOLDINGS, INC.**

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I: NAME**

The name of the Corporation is **DENNY HOLDINGS, INC.**

**ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation is located at 1207 Parkside Drive East, Seattle, Washington 98112, and its mailing address is 1207 Parkside Drive East, Seattle, Washington 98112.

**ARTICLE III: CAPITAL STOCK**

(a) Authorized Shares. The total number of shares that may be issued by the Corporation is 100,000 having a par value of \$0.10 per share. Each of the shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the capital stock may be paid for in cash or in property at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for fully and shall be nonassessable.

(b) Capital Stock. The capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the Corporation.

(d) Preemptive Rights. Shareholders shall have no preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

(f) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this Corporation as they may see fit.

((H02000241396 9))

((H02000241396 9))

**ARTICLE IV: INTIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is c/o Fisher, Tousey, Leas & Ball, P.A., One Independent Drive, Suite 2600, Jacksonville, Florida 32202, and the name of the initial registered agent of this Corporation at that address is Clay B. Tousey, Jr.

**ARTICLE V: INCORPORATOR**

The name and street address of the incorporator of this Corporation are: Michael F. O. Harris, 1207 Parkside Drive East, Seattle, Washington 98112.

**ARTICLE VI: DIRECTORS**

(a) Number. The Corporation shall have seven directors initially. The number of directors may be changed from time to time by bylaws adopted by the shareholders.

(b) Initial Board of Directors. The name and address of the initial directors until the first annual meeting of the shareholders are:

<u>Name</u>	<u>Address</u>
Alison D. Harris	1207 Parkside Drive East Seattle, Washington 98112
Michael F.O. Harris	1207 Parkside Drive East Seattle, Washington 98112
Brinton F. Harris	57 Front Street, #7E Brooklyn, NY 11201-1038
Diana Denny McBaine-Cook	147 W. 67th Street, Apt. 8G New York, NY 10023
Courtenay Harris Bond	404 Kent Road Bala Cynwyd, PA 19004
Kathryn Graham	P. O. Box 6190 Breckenridge, CO 80424

(c) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

((H02000241396 9))

((H02000241396 9))

#### ARTICLE VII: BYLAWS

The initial Bylaws of this Corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE VIII: DURATION

This Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these Articles of Incorporation this 26 day of December, 2002.

  
\_\_\_\_\_  
Michael F. O. Harris

27456

((H02000241396 9))

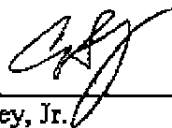
**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That DENNY HOLDINGS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, in the County of King, State of Washington, has named Clay B. Tousey, Jr., located at One Independent Drive, Suite 2600, Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Clay B. Tousey, Jr.  
(Registered Agent)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 DEC 27 AM 7:29