DOC ID ----> 201724000848

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
08/28/2017	201724000848	Conversion Within SOS Records (CVS)	18224.00	100.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

PORTER WRIGHT MORRIS & ARTHUR LLP
ATTN: PATRICIA CALLAHAN
41 S HIGH ST #2800
COLUMBUS, OH 43215

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Jon Husted
160952

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

WHITE CASTLE SYSTEM, INC.

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
Conversion Within SOS Records	**201724000848**

Effective Date: 08/25/2017

CHANGE TO DOMESTIC FOR PROFIT

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 28th day of August, A.D. 2017.

Jon Husted

Ohio Secretary of State

DOC ID ----> 201724000848

Form 700 Prescribed by:
JON HUSTED
OHIO SECRETARY OF STATE
Toll Free: (877) SOS-FILE (877-767-3453)
Central Ohio: (614) 466-3910
www.OhioSecretaryofState.gov
busserv@OhioSecretaryofState.gov
File online or for more information: www.OHBusinessCentral.com

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 1329
Columbus, OH 43216

Expedite Filing (Two business day processing time. Requires an additional $100.00)
P.O. Box 1390
Columbus, OH 43216

Certificate for Conversion for Entities Converting Within or Off the Records of the Ohio Secretary of State

Filing Fee: $99

Form Must Be Typed

(CHECK ONLY ONE (1) BOX)

(1) ☒ **Converting Within The Records of the Ohio Secretary of State**

(2) ☐ **Converting Off The Records of the Ohio Secretary of State**
(187-VXX)

Name of the converting entity: White Castle System, Inc.

Jurisdiction of Formation: Delaware

Charter/Registration Number: 160952

The converting entity is a:
(Check Only (1) One Box)

- ☐ Domestic Corporation (For-Profit or Nonprofit)
- ☒ Foreign Corporation (For-Profit or Nonprofit)
- ☐ Domestic Nonprofit Limited Liability Company
- ☐ Foreign Nonprofit Limited Liability Company
- ☐ Domestic For-Profit Limited Liability Company
- ☐ Foreign For-Profit Limited Liability Company
- ☐ Partnership
- ☐ Domestic Limited Partnership
- ☐ Foreign Limited Partnership
- ☐ Domestic Limited Liability Partnership
- ☐ Foreign Limited Liability Partnership

RECEIVED
2017 AUG 25 PM 12: 22
CLIENT SERVICE CENTER

The converting entity hereby states that it has complied with all laws in the jurisdiction under which it exists and that those laws permit the conversion.

Name of the converted entity: White Castle System, Inc.

Jurisdiction of Formation: Ohio

The converted entity is a:
(Check Only (1) One Box)

- [x] Domestic Corporation (For-Profit)
- [ ] Foreign Corporation (For-Profit or Nonprofit)
- [ ] Domestic Nonprofit Limited Liability Company
- [ ] Foreign Nonprofit Limited Liability Company
- [ ] Domestic For-Profit Limited Liability Company
- [ ] Foreign For-Profit Limited Liability Company
- [ ] Partnership
- [ ] Domestic Limited Partnership
- [ ] Foreign Limited Partnership
- [ ] Domestic Limited Liability Partnership
- [ ] Foreign Limited Liability Partnership

Effective Date **(Optional)**: _____ **(The conversion is effective upon the filing of this certificate or on a later date specified in the certificate)**

Name and address of the person or entity that will provide a copy of the declaration of conversion upon written request.

Anthony Joseph
Name

555 West Goodale Street
Mailing Address

Columbus | Ohio | 43215
City | State | Zip Code

Required information that must accompany conversion certificate if box 2 is checked

If the converting entity is a domestic or foreign entity that will not be licensed in Ohio, provide the name and address of the statutory agent upon whom any process, notice or demand may be served.

Name of Statutory Agent

Mailing Address

City | Ohio | Zip Code
State

See instructions for additional filing requirements if
(1) the conversion creates a new domestic entity,
(2) the converted entity is a foreign entity that desires to transact business in Ohio; or
(3) if a domestic corporation or foreign corporation licensed in Ohio is the converting entity.

IN WITNESS WHEREOF, the conversion is authorized on behalf of the converting entity and that each person signing the certificate of conversion is authorized to do so.

Required
Must be signed by an authorized representative.

Signature

By (if applicable)

Nicholas W. Zuk
Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

DOC ID ----> 201724000848

Form 532A Prescribed by:
JON HUSTED
OHIO SECRETARY OF STATE
Toll Free: (877) SOS-FILE (877-767-3453)
Central Ohio: (614) 466-3910
www.OhioSecretaryofState.gov
busserv@OhioSecretaryofState.gov
File online or for more information: www.OHBusinessCentral.com

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 670
Columbus, OH 43216

Expedite Filing (Two business day processing time. Requires an additional $100.00)
P.O. Box 1390
Columbus, OH 43216

RECEIVED
AUG 25 2017
OHIO SECRETARY OF STATE

Initial Articles of Incorporation
(For-Profit, Domestic Corporation)
Filing Fee: $99
(113 - ARF)
Form Must Be Typed

Please check the box if this for profit corporation is being formed for the following purpose:

☐ Community Development Corporation – Please see Ohio Revised Code Chapter 1726 or the instructions at the end of this form for more information.

First: Name of Corporation: White Castle System, Inc.
(Name must include the following word or abbreviation: company, co., corporation, corp., incorporated, or inc.)

Second: Location of Principal office in Ohio: Columbus (City) | Ohio (State) | Franklin (County)

Effective Date **(Optional)** _____ mm/dd/yyyy
(The legal existence of the corporation begins upon the filing of the articles or on a later date specified that is not more than ninety days after filing)

Third: The number of shares which the corporation is authorized to have outstanding. (Please state if shares are common or preferred and their par value, if any.)

See attached.		
Number of Shares	**Type**	**Par Value**

Fourth: If the corporation is to have an initial stated capital, please state the amount of that stated capital

None
Amount

****Note: ORC Chapter 1701 allows additional provisions to be included in the Articles of Incorporation that are filed with this office. If including any of these additional provisions, please do so by including them in an attachment to this form.****

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of White Castle System, Inc. hereby appoint the following to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is

Anthony Joseph
Name

555 West Goodale Street
Mailing Address

Columbus	Ohio	43215
City	State	Zip Code

Must be signed by the Incorporators or a majority of the incorporators

Signature

Signature

Signature

ACCEPTANCE OF APPOINTMENT

The Undersigned, Anthony Joseph , named herein as the
Statutory Agent Name

Statutory agent for White Castle System, Inc.
Corporation Name

hereby acknowledges and accepts the appointment of statutory agent for said corporation.

Statutory Agent Signature

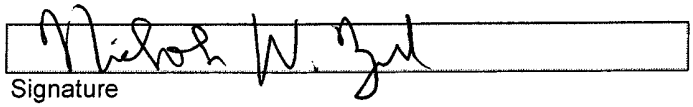
Individual Agent's Signature/Signature on Behalf of Business Serving as Agent

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required
Articles and original appointment of agent must be signed by the incorporator(s).

If the incorporator is an individual, then they must sign in the "signature" box and print his/her name in the "Print Name" box.

If the incorporator is a business entity, not an individual, then please print the entity name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print his/her name and title/authority in the "Print Name" box.


Signature

By

Nicholas W. Zuk
Print Name

Signature

By

Print Name

Signature

By

Print Name

DOC ID ----> 201724000848

Attachment to Articles of Incorporation
of
White Castle System, Inc.

THIRD: The total number of shares of all classes of stock which the Corporation shall have authority to issue is Six Million Two Hundred Fifty Thousand (6,250,000) shares, of which Five Million (5,000,000) shares shall be Class "A" nonvoting common stock, with a par value of One Cent ($.01) per share and One Million Two Hundred Fifty Thousand (1,250,000) shares shall be Class "B" voting common stock.

The authorized shares of any class may be increased, decreased or changed by the affirmative vote of the holders of a majority of the shares of the Corporation entitled to vote.

Dividends may be declared and paid or set apart for payment from surplus or net profits, ratably or equally per share on all shares of both Class "A" and Class "B" common stock. Neither the holders of the Class "A" shares of the Corporation nor the holders of the Class "B" shares of the Corporation shall be entitled to receive any dividends in shares of the Corporation, if and when declared, except in shares of its class and any shares dividends or any split up or subdivision of shares of common stock shall be declared and paid or made in such a manner as to maintain the then-existing proportions between the shares then outstanding of the two classes of common shares.

Voting powers of the Corporation shall be exclusively in the Class "B" common shares. At all times, voting power of the Corporation shall be on the basis of one vote for each share of stock held and having voting power. The Class "A" common shares shall not be entitled to notice of meetings of shareholders or to vote except as required by law.

In the event of any dissolution, liquidation or winding up of the Corporation, either voluntarily or involuntarily, the remaining assets and funds shall be divided and paid to the holders of said classes of common stock according to the number of their respective shares.

The Board of Directors is and shall be authorized to purchase, hold, sell and transfer shares of the common stock of this Corporation from time to time, in such amounts, for such consideration and on such terms as the Board shall determine; provided, however, the Board shall not authorize the use of funds or property of the Corporation or the purchase of any shares of the capital stock of this Corporation when such use would cause any impairment of its capital.

Not to exceed Forty Thousand (40,000) shares of Class "A" common stock may be allotted and set aside for sale to employees of the Corporation in such manner, in such amounts and for such prices as the Board of Directors shall determine, and said Forty Thousand (40,000) shares subject to such allotment and sale, shall be free from and not subject to preemptive rights of any shareholders.

FIFTH: The Corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such times, for such considerations and upon such

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terms and conditions as may be agreed upon between the Corporation and the selling shareholder or shareholders.

SIXTH: Notwithstanding any provision of the Ohio Revised Code, now or hereafter in force, requiring for any purpose, the vote or consent of the holders of shares entitling them to exercise two-thirds, or any other proportion, of the voting power of the Corporation or of any class or classes of shares thereof, such action, unless otherwise expressly required, shall be taken by the vote or consent of the holders of shares entitling them to exercise a majority of the voting power of the Corporation, or of such class or classes of shares thereof.

SEVENTH: The Corporation shall indemnify and save harmless any of its officers, directors, promoters, incorporators, employees and agents from any and all liabilities, claims, demands, suits or other proceedings arising out of the incorporation proceedings of the Corporation, provided they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful.

EIGHTH: Notwithstanding any provision of the Ohio Revised Code now or hereafter in effect, no shareholder shall have the right to vote cumulatively in the election of directors. Without limiting the generality of the immediately preceding sentence, no shareholder shall have the right at any time in the election of directors either to give one candidate as many votes as the number of directors to be elected multiplied by the number of his votes, or to distribute his votes on the same principle among two or more candidates.

NINTH: Subject to any restriction imposed by the Ohio Revised Code, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Regulations of the Corporation.