

08-27-1998

HEET  
JLY

8/21/98



100806999

To the Assistant Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
**McCormick & Schmick Management Services, Inc.**

Individuals(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State - Oregon  
 Other \_\_\_\_\_

Additional names(s) of conveying party(ies) attached       Yes       No

2. Name and address of receiving party(ies)  
Name: **McCormick & Schmick Restaurants, Inc.**

Internal Address: Suite 550

Street Address: 720 S.W. Washington

City: **Portland**      State: **OR 97205-3507**

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State **Oregon**  
 Other \_\_\_\_\_

3. Nature of conveyance:

Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

Execution Date: **February 4, 1996**

If assignee is not domiciled in the United States, a domestic representative designation is attached:       Yes       No

Additional names(s) & address(es) attached?       Yes       No

4. Application numbers(s) or patent numbers(s):

A. Trademark Application No. (s)

B. Trademark Registration No. (s)  
**1,520,274 and 1,536,934**

Additional numbers attached?       Yes       No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **Joan L. Dillon**

Internal Address: **Kilpatrick Stockton LLP  
Suite 2800**

Street Address: **1100 Peachtree Street**

City: **Atlanta**      State: **GA**      Zip: **30309**

6. Total number of applications and registrations involved: **2**

7. Total fee (37 CFR 3.41)..... \$ **65.00**

Enclosed

Authorized to be charged to deposit account  
The Commissioner is authorized to charge any deficiency in the required fee or credit any over payment to Deposit Account No. 11-0860.

8. Deposit account number:  
**11-0860**

08/25/1998 INBUYEH 00000063 1520274

01 FC:401  
02 FC:402

45.00 DP  
25.00 DP

DO NOT USE THIS SPACE

9. Statement and signature.  
*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

**Joan L. Dillon**  
Name of Person Signing

Signature

**August 17, 1998**  
Date

Total number of pages including cover sheet, attachments, and document: **12**

CERTIFICATE

# State of Oregon

OFFICE OF THE SECRETARY OF STATE  
Corporation Division

I, PHIL KEISLING, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

That the attached Document File for:  
**MCCORMICK & SCHMICK RESTAURANTS, INC.**

is a true copy of the original documents  
that have been filed with this office.

In Testimony Whereof, I have hereunto set  
my hand and affixed hereto the Seal of the  
State of Oregon.

PHIL KEISLING, Secretary of State



By

*Debra L. Virag*

Debra L. Virag  
August 13, 1998

TRADEMARK  
REEL: 1774 FRAME: 0173

1105

FILE NO. 200083

**FILED**  
IN THE OFFICE OF THE CORPORATION  
COMMISSIONER OF THE STATE OF ORE.  
MAY 13 1964  
JANE EDWARDS  
CORPORATION COMMISSIONER

ARTICLES OF INCORPORATION  
OF

McCORMICK & SCHMICK MANAGEMENT SERVICES, INC.

The undersigned natural person of the age of 18 years or more, acting as incorporator under the Oregon Business Corporation act, adopts the following articles of incorporation.

**ARTICLE I**

The name of the corporation shall be McCORMICK & SCHMICK MANAGEMENT SERVICES, INC. and its duration shall be perpetual.

**ARTICLE II**

The purpose(s) for which the corporation is organized is/are:

To engage in any lawful activity for which corporations may be organized under the ORS Chapter 57.

**ARTICLE III**

The aggregate number of shares which the corporation shall have authority to issue is 100 shares of common stock without par value.

**ARTICLE IV**

Shareholders shall not have a pre-emptive right to acquire additional or treasury shares of the corporation.

1 - ARTICLES OF INCORPORATION OF  
McCORMICK & SCHMICK MANAGEMENT SERVICES, INC.

**ARTICLE V**

Vacancies occurring in the Board of Directors by reason of an increase in the number of directors shall be filled by the affirmative vote of a majority of the number of directors existing immediately prior to occurrence of the vacancy. Any other vacancy in the Board of Directors shall filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors.

**ARTICLE VI**

A majority of the directors then in office shall constitute a quorum for the transaction of business by the board of directors.

**ARTICLE VII**

Transfer of the corporation's capital stock shall be subject to certain restrictions to be set forth in an agreement to be entered into between the corporation and all of its shareholders (the "agreement"), a copy of which, with all amendments thereto, shall be kept on file at the principal office of the corporation.

**ARTICLE VIII**

The corporation shall have the right to purchase its own shares to the extent of unreserved and unrestricted earned surplus available therefor and to the extent of unreserved and unrestricted capital surplus available therefor.

2 - ARTICLES OF INCORPORATION OF  
McCORMICK & SCHMICK MANAGEMENT SERVICES, INC.

~~TRADEMARK~~

REEL: 1774 FRAME: 0175

**ARTICLE IX**

The Board of Directors may from time to time distribute to this corporation's shareholders, in partial liquidation, out of stated capital or capital surplus to the extent legally available therefor, a portion of this corporation's assets and cash or property, subject to ORS 57.221.

**ARTICLE X**

The holders of a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the vote of the holders of a majority of the shares represented at the meeting and entitled to vote shall be the act of the shareholders of the corporation.

**ARTICLE XI**

The corporation shall indemnify directors, officers, employees and agents to the extent permitted by ORS 57.255.

**ARTICLE XII**

The address of the initial registered office of the corporation shall be 300 Jackson Tower, 806 SW Broadway, Portland, OR 97205 and its initial registered agent at such address shall be JAMES C. MALETIS.

ARTICLE XIII

The number of directors constituting the initial Board of Directors shall be two, and the name and address of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors be elected and qualified, are as follows:

WILLIAM P. McCORMICK  
401 SW 12th Avenue  
Portland, OR 97205

DOUGLAS SCHMICK  
401 SW 12th Avenue  
Portland, OR 97205

ARTICLE XV

The name and address of the incorporator is :

JAMES C. MALETIS  
300 Jackson Tower  
806 SW Broadway  
Portland, OR 97205

I, the undersigned incorporator, under penalty of perjury declare that I have examined the foregoing Articles of Incorporation and to the best of my knowledge and belief the statements contained therein are true, correct and complete.

DATED this 15<sup>th</sup> day of May, 1984.

  
JAMES C. MALETIS

05/23/94 4:26PM 00043198  
CHECK

448  
\$10.00

Submit the original  
and one true copy  
\$10.00

THIS SPACE FOR OFFICE USE ONLY

FILED

MAY 23 1994

STATE OF OREGON  
CORPORATION DIVISION  
BUSINESS REGISTRY  
255 Capitol Street NE, Suite 151  
Salem, OR 97310-1327  
(503) 986-2200 Facsimile (503) 378-4381

SECRETARY OF STATE

Registry Number:

00083-14


ARTICLES OF AMENDMENT

By Incorporators, Directors or Shareholders

PLEASE TYPE OR PRINT LEGIBLY IN BLACK

- Name of the corporation prior to amendment:  
McCormick & Schmick Management Services, Inc.
- State the article number(s) and set forth the article(s) as it is amended to read or attach a separate sheet. See attached sheet.
- The amendment was adopted on May 19th, 1994. (If more than one amendment was adopted, identify the date of adoption of each amendment.)
- Shareholder action was required to adopt the amendment(s). The vote was as follows:

Class or Series	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast for	Number of votes cast against
Common	100	100	100	0

Execution:  Douglas L. Schmick Secretary  
Signature Printed Name Title

DATED May 19, 1994.

Person to contact about this filing: Christopher James  
Daytime telephone number: (503) 228-7967

MAKE CHECKS PAYABLE TO THE CORPORATION DIVISION OR INCLUDE YOUR VISA OR MASTERCARD NUMBER AND EXPIRATION DATE \_\_\_\_-\_\_\_\_-\_\_\_\_-\_\_\_\_/\_\_\_\_. SUBMIT THE COMPLETED FORM AND FEE TO THE ABOVE ADDRESS OR FAX TO (503) 378-4381.

1 - ARTICLES OF AMENDMENT

35249402109 831.219 10.00

*Handwritten:* 5-23-94

TRADEMARK

REEL: 1774 FRAME: 0178

200083-14

ARTICLES OF AMENDMENT OF

MCCORMICK & SCHMICK MANAGEMENT SERVICES, INC.

Article III is amended to read as follows:

Article III

A. The aggregate number of shares which the corporation shall have authority to issue is 3,000 shares Preferred Stock with a par value of \$1,000 per share, and 700 shares of Common Stock without par value.

B. The preferences, limitations, and relative rights of the shares of each class shall be as follows:

1. Preferred Stock:

a. Dividend Rights. The Preferred Stock shall be entitled to receive cumulative dividends at the rate of eight percent (8%) per annum, payable yearly out of any source legally available for dividends of the Corporation, and in preference to any dividends upon the common stock. No cash dividends may be paid upon the Common Stock if the payment of dividends on the Preferred Stock shall be in arrears.

b. Liquidation Preference. In the event of the liquidation, dissolution or winding up of the Corporation, the holders of the Preferred Stock shall be entitled, after the debts of the Corporation shall have been paid, to receive, out of the assets remaining, One Thousand Dollars (\$1,000) per share, together with all dividends thereon accrued or in arrears, whether or not earned or declared, before any payment is made or assets set apart for payment to the holders of the Common Stock, and shall be entitled to no further payments or distributions. If the assets remaining after payment of the corporate debts be insufficient to pay the full amount as hereinabove provided, such assets as remain shall be divided among the holders of the Preferred Stock on a pro rata basis in proportion to the total number of shares of outstanding Preferred Stock.

c. Voting Rights. Except to the extent required by law or otherwise provided herein, the Preferred Stock shall have no voting rights.

d. Redemption Rights. The Corporation may, at any time after eighteen (18) months from the date hereof and from time to time thereafter, at the option of the Board of Directors, redeem the whole or any part of the outstanding Preferred Stock on any dividend payment date after the issuance thereof, by paying One Thousand Dollars (\$1,000) for each share thereof, together with the sum equivalent to all unpaid dividends accrued thereon, upon sixty (60) days' notice by mail to the holders of record thereof. If



200083-14

less than all the shares of Preferred Stock are to be redeemed, the shares to be redeemed shall be selected by lot in such manner as the Board of Directors shall determine.

e. Conversion Rights. The Preferred Stock shall not be subject to conversion into any other securities of the Corporation.

2. Common Stock:

a. Dividend Rights. Whenever there shall have been paid, or declared and set aside for payment, to the holders of the outstanding shares of Preferred Stock, then dividends may be paid on the Common Stock out of any assets legally available for the payment of dividends, but only when and as declared by the Board of Directors.

b. Liquidation Preference. In the event of the liquidation, dissolution or winding up of the Corporation, after there shall have been paid to or set aside for the holders of the shares of Preferred Stock, the holders of the Common Stock shall be entitled to receive the remaining assets of the Corporation available for distribution.

c. Voting Rights. Holders of Common Stock shall be entitled to one vote per share on any matter submitted to the Shareholders.

d. Conversion Rights. The Common Stock shall not be subject to conversion into any other securities of the Corporation.

C. Immediately upon filing of these Articles of Amendment with the Oregon Secretary of State, Corporation Division, each share of the Corporation's stock then authorized, issued, and outstanding shall automatically convert into shares of Common Stock and Preferred Stock as follows, and having the rights, preferences and limitations set forth herein:

1. The shares of stock owned by William P. McCormick prior to the effective date of this amendment will automatically convert into Four Hundred (400) shares of Common Stock and One Thousand (1,000) shares of Preferred Stock.

2. The shares of stock owned by Douglas L. Schmick prior to the effective date of this amendment will automatically convert into Three Hundred (300) shares of Common Stock and Two Thousand (2,000) shares of Preferred Stock.

TLR/C:0500D25.418

3 - ARTICLES OF AMENDMENT

200083-14

Submit the original and one true copy \$10.00

STATE OF OREGON CORPORATION DIVISION BUSINESS REGISTRY 255 Capitol Street NE, Suite 151 Salem, OR 97310-1327 (503) 986-2200 Facsimile (503) 378-4381

AND BUSINESS REG10.00 THIS SPACE FOR OFFICE USE ONLY

FILED MAY 27 1994 SECRETARY OF STATE

Registry Number:

200083-14 By Incorporators, Directors or Shareholders PLEASE TYPE OR PRINT LEGIBLY IN BLACK

NOTE: This form may be used by business corporations, professional corporations, cooperative corporations, nonprofit corporations, water district improvement corporations, and business trusts.

- 1. Name of the entity: McCormick & Schmick Management Services, Inc.
2. Describe the document to be corrected, including the date on which it was filed (or attach a copy of the document to be corrected): Articles of Amendment filed May 23, 1994, copy attached.
3. Describe the incorrect statement and indicate the reason it is incorrect: (a) Article III.A. incorrectly states that the aggregate number of shares which the corporation shall have authority to issue is 3,000 shares Preferred Stock with a par value of \$1,000 per share, and 700 shares of Common Stock without par value. Understates number of authorized shares of Preferred Stock by 500 shares. (b) Article III.C.2. incorrectly states that the shares of stock owned by Douglas L. Schmick prior to the effective date of this amendment will automatically convert into Three Hundred (300) shares of Common Stock and Two Thousand (2,000) shares of Preferred Stock. Understates number of shares of Preferred Stock issued by 500 shares; overstates number of shares of Common Stock issued by 50 shares.
4. The incorrect statement is corrected to read (attach additional sheets, if necessary): See attached.

Execution: [Signature] Douglas L. Schmick Secretary Signature Printed Name Title

DATED May 26, 1994.

Person to contact about this filing: Christopher James Daytime telephone number: (503) 228-7967

MAKE CHECKS PAYABLE TO THE CORPORATION DIVISION OR INCLUDE YOUR VISA OR MASTERCARD NUMBER AND EXPIRATION DATE. SUBMIT THE COMPLETED FORM AND FEE TO THE ABOVE ADDRESS OR FAX TO (503) 378-4381.

TLRUC:056 0225.525

1 - ARTICLES OF AMENDMENT

05319400902 831.219 10.00

Registry Number:  
200083-14

**ARTICLES OF CORRECTION OF  
MCCORMICK & SCHMICK MANAGEMENT SERVICES, INC.**

**Attachment**

4. (a) The aggregate number of shares which the corporation shall have authority to issue is 3,500 shares Preferred Stock with a par value of \$1,000 per share, and 700 shares of Common Stock without par value.
- (b) The shares of stock owned by Douglas L. Schmick prior to the effective date of this amendment will automatically convert into Two Hundred Fifty (250) shares of Common Stock and Two Thousand Five Hundred (2,500) shares of Preferred Stock.

TLR/C:10500X25.525

Submit the original  
and one true copy  
\$10.00



SECRETARY OF STATE  
Corporation Division  
Business Registry  
158 12th Street NE  
Salem, OR 97310-0210  
(503) 378-4166

THIS SPACE FOR OFFICE USE ONLY

Registry Number:

200083-14

**FILED**

**JUN 18 1996**

Secretary of State

### ARTICLES OF AMENDMENT By Incorporators, Directors or Shareholders

1. Name of the corporation prior to amendment:

McCormick & Schmick Management Services, Inc.

2. State the article number(s) and set forth the article(s) as it is amended to read or attach a separate sheet. **ARTICLE I**

The name of the corporation shall be McCormick & Schmick Restaurants, Inc. and its duration shall be perpetual.

3. The amendment(s) was adopted on February 4, 1996. (If more than one amendment was adopted, identify the date of adoption of each amendment.)

4. Check the appropriate statement:

Shareholder action was required to adopt the amendment(s). The vote was as follows:  
(per CeeAnn)

Class or series of shares	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast for	Number of votes cast against
	650	650	650	0

Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the board of directors without shareholder action.

The corporation has not issued any shares of stock. Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the incorporators or by the board of directors.

Execution:

[Signature]  
Signature

McCormick & Schmick  
Printed name

Pres  
Title

Person to contact about this filing: CeeAnn Callahan  
Name

(503) 228-7967  
Daytime phone number

Make checks payable to the Corporation Division. Submit the completed form and fee to: Corporation Division, Business Registry, 158 12th Street NE, Salem, Oregon 97310-0210.

BC-2 (9/91)

*[Handwritten initials]*  
ce/ab

TRADEMARK