

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM820041

|   |                                  |                                      |                       |
|---|----------------------------------|--------------------------------------|-----------------------|
| <b>SUBMISSION TYPE:</b>   | NEW ASSIGNMENT                   |                                      |                       |
| <b>NATURE OF CONVEYANCE:</b>  | MERGER                           |                                      |                       |
| <b>EFFECTIVE DATE:</b>  | 07/30/2013                       |                                      |                       |
| <b>CONVEYING PARTY DATA</b>   |                                  |                                      |                       |
| <b>Name</b>   | <b>Formerly</b>                  | <b>Execution Date</b>                | <b>Entity Type</b>    |
| Barney's Bar-B-Q, Inc.  |                                  | 07/30/2013                           | Corporation: ILLINOIS |
| <b>RECEIVING PARTY DATA</b>   |                                  |                                      |                       |
| <b>Name:</b>  | Portillo's Hot Dogs, Inc.        |                                      |                       |
| <b>Street Address:</b>  | 100 W. Tenth Street              |                                      |                       |
| <b>City:</b>  | Wilmington                       |                                      |                       |
| <b>State/Country:</b>   | DELAWARE                         |                                      |                       |
| <b>Postal Code:</b>   | 19801                            |                                      |                       |
| <b>Entity Type:</b>   | Corporation: DELAWARE            |                                      |                       |
| <b>PROPERTY NUMBERS Total: 3</b>  |                                  |                                      |                       |
| <b>Property Type</b>  | <b>Number</b>                    | <b>Word Mark</b>                     |                       |
| <b>Registration Number:</b>   | 2651069                          | PORTILLO'S FOOD SERVICE              |                       |
| <b>Registration Number:</b>   | 1979321                          | PORTILLO'S HOT DOGS BURGERS BEEF     |                       |
| <b>Registration Number:</b>   | 1413771                          | PORTILLO'S HOTDOGS BEEF BURGERS BEER |                       |
| <b>CORRESPONDENCE DATA</b>  |                                  |                                      |                       |
| <b>Fax Number:</b>  | 6306272145                       |                                      |                       |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i> |                                  |                                      |                       |
| <b>Phone:</b>   | 6306274552                       |                                      |                       |
| <b>Email:</b>   | videbeck@rvoiplaw.com            |                                      |                       |
| <b>Correspondent Name:</b>  | James N. Videbeck                |                                      |                       |
| <b>Address Line 1:</b>  | 1s376 Summit Avenue              |                                      |                       |
| <b>Address Line 2:</b>  | Court C, Suite 3A                |                                      |                       |
| <b>Address Line 4:</b>  | Oakbrook Terrace, ILLINOIS 60181 |                                      |                       |
| <b>NAME OF SUBMITTER:</b>   | James N. Videbeck                |                                      |                       |
| <b>SIGNATURE:</b>   | /James N. Videbeck/              |                                      |                       |
| <b>DATE SIGNED:</b>   | 06/27/2023                       |                                      |                       |
| <b>Total Attachments: 35</b>  |                                  |                                      |                       |
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# Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "PORTILLO'S HOT DOGS, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-THIRD DAY OF JULY, A.D. 1976, AT 1 O`CLOCK P.M.

CERTIFICATE OF AGREEMENT OF MERGER, FILED THE THIRTIETH DAY OF JULY, A.D. 1976, AT 10 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AGREEMENT OF MERGER IS THE THIRTY-FIRST DAY OF JULY, A.D. 1976.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "PORTILLO'S INTERIM, INC." TO "PORTILLO'S HOT DOGS, INC.", FILED THE TWENTIETH DAY OF APRIL, A.D. 1977, AT 10 O`CLOCK A.M.

CERTIFICATE OF AGREEMENT OF MERGER, FILED THE FIRST DAY OF AUGUST, A.D. 1977, AT 10 O`CLOCK A.M.



  
Jeffrey W. Bullock, Secretary of State

827087 8100H  
SR# 20224081638

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 204918237  
Date: 11-22-22

TRADEMARK  
REEL: 008112 FRAME: 0205

# Delaware

The First State

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*CERTIFICATE OF MERGER, FILED THE THIRTIETH DAY OF OCTOBER,  
A.D. 1987, AT 10 O`CLOCK A.M.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF  
NOVEMBER, A.D. 1987.*

*CERTIFICATE OF MERGER, FILED THE THIRTIETH DAY OF JULY, A.D.  
2013, AT 4:40 O`CLOCK P.M.*


*AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF AUGUST,  
A.D. 2013.*

*CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM  
"PORTILLO'S HOT DOGS, INC." TO "PORTILLO'S HOT DOGS, LLC", FILED  
THE TWENTY-FIFTH DAY OF JUNE, A.D. 2014, AT 4:57 O`CLOCK P.M.*

*CERTIFICATE OF FORMATION, FILED THE TWENTY-FIFTH DAY OF  
JUNE, A.D. 2014, AT 4:57 O`CLOCK P.M.*

*CERTIFICATE OF MERGER, FILED THE NINTH DAY OF DECEMBER, A.D.  
2015, AT 10:36 O`CLOCK A.M.*



  
Jeffrey W. Bullock, Secretary of State

827087 8100H  
SR# 20224081638

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 204918237  
Date: 11-22-22

**TRADEMARK**  
**REEL: 008112 FRAME: 0206**

# Delaware

The First State

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2016 AT 10:36 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE NINTH DAY OF DECEMBER, A.D. 2015, AT 10:36 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2016.

CERTIFICATE OF MERGER, FILED THE NINTH DAY OF DECEMBER, A.D. 2015, AT 10:36 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2016.

CERTIFICATE OF MERGER, FILED THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2017, AT 4:28 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2018.



  
Jeffrey W. Bullock, Secretary of State

827087 8100H  
SR# 20224081638

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 204918237  
Date: 11-22-22

**TRADEMARK**  
**REEL: 008112 FRAME: 0207**


# Delaware

The First State

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*AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID  
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE  
AFORESAID LIMITED LIABILITY COMPANY, "PORTILLO'S HOT DOGS, LLC".*



  
Jeffrey W. Bullock, Secretary of State

827087 8100H  
SR# 20224081638

Authentication: 204918237  
Date: 11-22-22

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

**TRADEMARK**  
**REEL: 008112 FRAME: 0208**

CERTIFICATE OF INCORPORATION

OF

PORTILLO'S INTERIM, INC.

A Close Corporation

\* \* \* \* \*

1. The name of the corporation is  
PORTILLO'S INTERIM, INC.

2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is:

To own, conduct, operate, maintain, and carry on the business of buying, selling, preparing and dispensing of any and all kinds of food, food stuffs, and beverages of all kinds, including but not limited to general restaurant and prepared food stores; and to do any and all things necessary and pertinent to said business, including but not limited to the investment and ownership of all real and personal property pertaining to the general restaurant and prepared food store business.

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

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4. The total number of shares of stock which the corporation shall have authority to issue is one hundred (100); all of such shares shall be without par value.

The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof are as follows:

Shares of stock of this corporation are to be issued and held by each and every stockholder of this corporation upon and subject to the following terms and conditions:

All of the issued and outstanding stock of all classes shall be held of record by not more than two (2) persons, as defined in section 342 of the General Corporation Law; and the corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933, as it may be amended from time to time; and the consent of the directors of the corporation shall be required to approve the issuance or transfer of any shares as being in compliance with the foregoing restrictions.

No holder of shares shall sell, assign or otherwise dispose of any share or shares of stock of this corporation to any person, firm, corporation or association, nor shall the executor, administrator, trustee, assignee or other legal representative of a deceased stockholder sell, assign, transfer or otherwise dispose of any share or shares of the stock of this corporation to any person, firm, corporation or association nor to any next of kin or legatee or legatees of a deceased stockholder, without first offering said share or shares of stock for sale to the corporation at a price representing the true book value thereof at the time of said offer and the corporation shall have the right to purchase the same by the payment of such purchase price at any time

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within thirty (30) days after receipt of written notice of said offer. In the event that the corporation does not accept the offer to sell such share or shares within thirty (30) days after receipt of the written notice of said offer, the share or shares shall next be offered for sale to the other stockholder or stockholders of said corporation at a price representing the true book value thereof at the time of said offer and such other stockholder or stockholders shall have the right to purchase the same by the payment of such purchase price at any time within thirty (30) days after receipt of written notice of said offer.

Compliance with the foregoing terms and conditions in regard to the sale, assignment, transfer or other disposition of the shares of stock of this corporation shall be a condition precedent to the transfer of such shares of stock on the books of this corporation.

At all elections of directors of the corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for such provision as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected by him, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or for any two or more of them as he may see fit.

5A. The name and mailing address of each incorporator is as follows:

| <u>NAME</u>      | <u>MAILING ADDRESS</u>                              |
|------------------|---|
| F. J. Obara, Jr. | 100 West Tenth Street<br>Wilmington, Delaware 19801 |
| K. L. Husfelt    | 100 West Tenth Street<br>Wilmington, Delaware 19801 |
| G. J. Coyle      | 100 West Tenth Street<br>Wilmington, Delaware 19801 |

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5B. The name and mailing address of each person, who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

| <u>NAME</u>         | <u>MAILING ADDRESS</u>                       |
|---------------------|--|
| Richard J. Portillo | 538½ E. North Ave.<br>Glendale Heights, Ill. |
| Sharon Portillo     | 538½ E. North Ave.<br>Glendale Heights, Ill. |

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the corporation.

8. Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 23<sup>rd</sup> day of July, 1976, pursuant to Section 252 of the General Corporation Law of the State of Delaware, between PORTILLO'S INTERIM, INC., a Delaware corporation and #2 PORTILLO'S HOT DOGS, INC., an Illinois corporation.

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation; and

WHEREAS, said PORTILLO'S INTERIM, INC., by its certificate of incorporation which was filed in the office of the Secretary of State of Delaware on July 23, 1976, and recorded in the office of the Recorder of Deeds for the County of New Castle on July 23, 1976, has an authorized capital stock consisting of one-hundred (100) shares of common stock without nominal or par value, of which stock one-hundred (100) shares of such common stock are now issued and such shares shall remain issued and outstanding;

WHEREAS, said #2 PORTILLO'S HOT DOGS, INC., a corporation organized under the laws of the State of Illinois by its certificate of incorporation which was filed in the office of the Secretary of State of Illinois, on October 15, 1969 and recorded in the office of the Recorder of Deeds for the County of Du Page on October 20, 1969, has an authorized capital stock consisting of one-hundred (100) shares of no par value, all of one class, of which stock one-hundred (100) shares are now issued and outstanding;

WHEREAS, the registered office of said PORTILLO'S INTERIM, INC. in the State of Delaware is located at 100 West Tenth Street in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is THE CORPORATION TRUST COMPANY; and the registered office of #2 PORTILLO'S HOT DOGS, INC. in the

State of Illinois is located at 579 West North Avenue in the City of Elmhurst, County of Du Page, and the name and address of its registered agent is LEE A. DANIELS:

NOW, THEREFORE, the corporations, parties to this agreement in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of the said merger and mode of carrying the same into effect as follows:

FIRST: PORTILLO'S INTERIM, INC., hereby merges into itself #2 PORTILLO'S HOT DOGS, INC. and said #2 PORTILLO'S HOT DOGS, INC. shall be and hereby is merged into PORTILLO'S INTERIM, INC., which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of PORTILLO'S INTERIM, INC., as heretofore amended and as in effect on the date of the merger provided for this agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

After the effective date of this agreement each holder of an outstanding certificate representing shares of common stock of the merged corporation shall surrender the same to the surviving corporation and such shares shall be cancelled.

Until so surrendered the outstanding shares of the stock of the merged corporation to be converted into the stock of the surviving corporation as provided herein, may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange had taken place.

FOURTH: The terms and conditions of the merger are as follows:

(a) The bylaws of the surviving corporation as they shall exist on the effective date of this agreement shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective on July 31, 1976.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively.

The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

(e) The surviving corporation hereby (i) agrees that it may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of the merged corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of the merged corporation; (ii) irrevocably appoints the Secretary of State of Illinois as its agent to accept service of process in any such proceeding; and (iii) agrees that it will promptly pay to dissenting shareholders of the merged corporation the amount, if any, to which they shall be entitled pursuant to the laws of the State of Illinois.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this agreement may be terminated and abandoned by the board of directors of any constituent corporation at any time prior to the date of filing the agreement with the Secretary of State.

IN WITNESS WHEREOF, the parties to this agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors have caused these presents to be executed by the President and attested by the Secretary of each party hereto.

PORTILLO'S INTERIM, INC.

BY: Richard J. Portillo  
President

ATTEST:

Sharon Portillo  
Secretary

#2 PORTILLO'S HOT DOGS, INC.

BY: Richard J. Portillo  
President

ATTEST:

Sharon Portillo  
Secretary

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I, SHARON PORTILLO, Secretary of PORTILLO'S INTERIM, INC., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of #2 PORTILLO'S HOT DOGS, INC., a corporation of the State of Illinois was duly adopted pursuant to Section 226 of Title 8 of the Delaware Code of 1953, by the unanimous written consent of the stockholders holding One-Hundred (100) shares of the capital stock of the corporation same being all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the stockholders of said PORTILLO'S INTERIM, INC., and the duly adopted agreement and act of the said corporation.

WITNESS my hand on this 23rd day of July, 1976.

Sharon Portillo  
Secretary

THE ABOVE AGREEMENT OF MERGER having been executed on behalf of each corporate party thereto, and having been adopted separately by each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Delaware, and the Business Corporation Act of the State of Illinois, the President of each corporate party thereto does now hereby execute the said Agreement of Merger and the Secretary of each corporate party thereto does now hereby attest the said Agreement of Merger, as the respective act, deed and agreement of each of said corporations, on this 23rd day of July, 1976.

PORTILLO'S INTERIM, INC.

ATTEST:

BY: Richard J. Portillo  
President

Sharon Portillo  
Secretary

#2 PORTILLO'S HOT DOGS, INC.

ATTEST:

BY: Richard J. Portillo  
President

Sharon Portillo  
Secretary



CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

\* \* \* \* \*

PORTILLO'S INTERIM, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY.

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of PORTILLO'S INTERIM, INC. be amended by changing the Article thereof numbered "1" so that, as amended, said Article shall be and read as follows:

"The name of the corporation is PORTILLO'S HOT DOGS, INC."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of section 228 of The General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of The General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said PORTILLO'S INTERIM, INC. has caused this certificate to be signed by Richard J. Portillo its President, and attested by Sharon Portillo, its Secretary this 30<sup>th</sup> day of November, 1976.

PORTILLO'S INTERIM, INC.

By   
Richard J. Portillo, President

ATTEST:

By   
Sharon Portillo, Secretary

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 28<sup>th</sup> day of July, 1977, pursuant to Section 252 of the General Corporation Law of the State of Delaware, between PORTILLO'S HOT DOGS, INC., a Delaware corporation and #4 PORTILLO'S HOT DOGS, INC., an Illinois corporation.

WITNESSETH:

WHEREAS, all of the constituent corporations desire to merge into a single corporation; and

WHEREAS, said PORTILLO'S HOT DOGS, INC., by its Certificate of Incorporation which was filed in the office of the Secretary of State of Delaware on July 23, 1976, and recorded in the office of the Recorder of Deeds for the County of New Castle on July 23, 1976, has an authorized capital stock consisting of one hundred (100) shares of common stock without nominal or par value, of which stock one hundred (100) shares of such common stock are now issued and such shares shall remain issued and outstanding;

WHEREAS, said #4 PORTILLO'S HOT DOGS, INC., a corporation organized under the laws of the State of Illinois by its Certificate of Incorporation which was filed in the office of the Secretary of State of Illinois, on May 11, 1970 and recorded in the office of the Recorder of Deeds for the County of Du Page on May 18, 1970, has an authorized capital stock consisting of one hundred (100) shares of no par value, all of one class, of which stock one hundred (100) shares are now issued and outstanding;

WHEREAS, the registered office of said PORTILLO'S HOT DOGS, INC., in the State of Delaware is located at 100 West Tenth Street in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is THE CORPORATION TRUST COMPANY;

and the registered office of #4 PORTILLO'S HOT DOGS, INC. in the State of Illinois is located at 579 West North Avenue in the City of Elmhurst, County of Du Page and the name and address of its registered agent is LEE A. DANIELS;

NOW, THEREFORE, the corporations, parties to this agreement in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of the said merger and mode of carrying the same into effect as follows:

FIRST: PORTILLO'S HOT DOGS, INC. hereby merges into itself #4 PORTILLO'S HOT DOGS, INC. and said #4 PORTILLO'S HOT DOGS, INC. shall be and hereby is merged into PORTILLO'S HOT DOGS, INC., which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of PORTILLO'S HOT DOGS, INC., as heretofore amended and as in effect on the date of the merger provided for this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

After the effective date of this Agreement each holder of an outstanding certificate representing shares of common stock of the merged corporation shall surrender the same to the surviving corporation and such shares shall be cancelled.

Until so surrendered, the outstanding shares of the stock of the merged corporation to be converted into the stock of the surviving corporation as provided herein, may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange had taken place. The shares of both corporations are owned by the same shareholders.

FOURTH: The terms and conditions of the merger are as follows:

a. The by-laws of the surviving corporation as they shall exist on the effective date of this agreement shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

b. The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

c. This merger shall become effective on August 1, 1977.

d. Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

e. The surviving corporation hereby (i) agrees that it may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of the merged corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of the merged corporation; (ii) irrevocably appoints the Secretary of State of Illinois as its agent to accept service of process in any such proceeding; and (iii) agrees that it will promptly pay to dissenting shareholders of the merged corporation the amount, if any, to which they shall be entitled pursuant to the laws of the State of Illinois.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of any constituent corporation at any time prior to the date of filing the agreement with the Secretary of State.

IN WITNESS WHEREOF, the parties to this Agreement,  
pursuant to the approval and authority duly given by resolutions  
adopted by their respective Boards of Directors have caused these  
presents to be executed by the President and attested by the  
Secretary of each party hereto.

PORTILLO'S HOT DOGS, INC.

BY: Richard J. Portillo  
President  
Richard J. Portillo

ATTEST:

Sharon Portillo  
Secretary Sharon Fortillo



#4 PORTILLO'S HOT DOGS, INC.


BY: Richard J. Portillo  
President  
Richard J. Portillo

ATTEST:

Sharon Portillo  
Secretary Sharon Portillo

I, SHARON PORTILLO, Secretary of PORTILLO'S HOT DOGS, INC., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of #4 PORTILLO'S HOT DOGS, INC., a corporation of the State of Illinois was duly adopted pursuant to Section 228 of Title 8 of the Delaware Code of 1953, by the unanimous written consent of the stockholders holding one hundred (100) shares of the capital stock of the corporation same being all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the stockholders of said PORTILLO'S HOT DOGS, INC., and the duly adopted agreement and act of the said corporation.

WITNESS my hand and seal this 28th day of July, 1977.

  
Secretary

Sharon Portillo



THE ABOVE AGREEMENT OF MERGER having been executed on behalf of each corporate party thereto, and having been adopted separately by each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Delaware, and the Business Corporation Act of the State of Illinois the President of each corporate party thereto does now hereby execute the said Agreement of Merger and the Secretary of each corporate party thereto does now hereby attest the said Agreement of Merger, as the respect act, deed and agreement of each of said corporations, on this 28th day of July, 1977.

PORTILLO'S HOT DOGS, INC.

BY: Richard J. Portillo  
President  
Richard J. Portillo

ATTEST:

Sharon Portillo  
Secretary Sharon Portillo



#4 PORTILLO'S HOT DOGS, INC.

BY: Richard J. Portillo  
President  
Richard J. Portillo

ATTEST:

Sharon Portillo  
Secretary Sharon Portillo



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**FILED**

014-03cm.bw.a.1027

OCT 30 1987

*Harold H. ...*  
SECRETARY OF STATE

**CERTIFICATE OF MERGER**

OF

PORTILLO'S HOT DOGS #5, INC., an Illinois Corporation

INTO

PORTILLO'S HOT DOGS, INC., a Delaware Corporation

\*\*\*\*\*

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger is as follows:

| NAME                         | STATE OF INCORPORATION |
|------------------------------|------------------------|
| PORTILLO'S HOT DOGS #5, INC. | Illinois               |
| PORTILLO'S HOT DOGS, INC.    | Delaware               |

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations and in accordance with the requirements of subsection (c) of section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is PORTILLO'S HOT DOGS, INC., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of PORTILLO'S HOT DOGS, INC., a Delaware corporation which is the surviving corporation, as heretofore amended, and as in effect the date of merger provided in this certificate shall continue in full force and effect as Certificate of Incorporation of the corporation surviving this merger.

FIFTH: That the executed agreement of merger is on file at the principal place of business of the surviving corporation. The address of said principal place of business is 240 East Lake Street, Addison, Illinois 60101.

SIXTH: That a copy of the agreement of merger will be furnished on request and without cost to any stockholder of any constituent corporation.

SEVENTH: This Certificate of Merger shall be effective on  
November 1, 1987.

DATED: October 27, 1987

PORTILLO'S HOT DOGS, INC.,  
a Delaware Corporation.

By Richard J. Portillo  
President

ATTEST:

By Sharon Santillo  
Secretary

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
FOREIGN CORPORATION INTO  
A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is PORTILLO'S HOT DOGS, INC., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is BARNEY'S BAR-B-Q, INC. an Illinois corporation.

**SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

**THIRD:** The name of the surviving corporation is PORTILLO'S HOT DOGS, INC., a Delaware corporation.

**FOURTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation. (If amendments are affected please set forth)

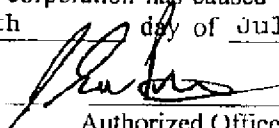
**FIFTH:** The authorized stock and par value of the non-Delaware corporation is 1,000 Common Stock Authorized, No Par Value

**SIXTH:** The merger is to become effective on August 1, 2013

**SEVENTH:** The Agreement of Merger is on file at 2001 Spring Road, #500 Oak Brook, Illinois 60523, an office of the surviving corporation.

**EIGHTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

**IN WITNESS WHEREOF**, said surviving corporation has caused this certificate to be signed by an authorized officer, the 30th day of July, A.D., 2013.

By:   
Authorized Officer

Name: C. Eric Peterson  
Print or type

Title: Vice President


State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:40 PM 07/30/2013  
FILED 04:40 PM 07/30/2013  
SRV 130935509 - 0827087 FILE

**CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO A  
LIMITED LIABILITY COMPANY**

The undersigned, being duly authorized to execute and file this Certificate of Conversion for the purpose of converting a Delaware corporation to a Delaware limited liability company pursuant to the Section 18-214 of the Limited Liability Company Act of the State of Delaware, does hereby certify as follows:

1. The jurisdiction where the Corporation first formed is Delaware.
2. The jurisdiction immediately prior to filing this Certificate is Delaware.
3. The date the corporation first formed is July 23, 1976.
4. The name of the Corporation immediately prior to filing this Certificate is Portillo's Hot Dogs, Inc.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is Portillo's Hot Dogs, LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 25th day of June, 2014.

By:   
Karen L. Peterson, an Authorized Person

**CERTIFICATE OF FORMATION**

**OF**

**PORTILLO'S HOT DOGS, LLC**


This Certificate of Formation is being executed as of June 25, 2014 for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101, et seq.

The undersigned, being duly authorized to execute and file this Certificate, does hereby certify as follows:

1. Name. The name of the limited liability company is Portillo's Hot Dogs, LLC (the "Company").

2. Registered Office and Registered Agent. The address of the Company's registered office in the State of Delaware is located at 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name and address of the registered agent of the Company for service of process in the State of Delaware is The Corporation Trust Company located at 1209 Orange Street, in the City of Wilmington, New Castle County, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of the day and year first above written.

By:   
Karch L. Peterson, an Authorized Person

STATE OF DELAWARE  
CERTIFICATE OF MERGER  
FOR THE MERGER OF  
PORTILLO'S OF ARIZONA, LLC  
WITH AND INTO  
PORTILLO'S HOT DOGS, LLC

\*\*\*\*\*

December 4, 2015

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act (the "Act"), the undersigned limited liability company executed the following Certificate of Merger:

**FIRST:** The name and state of formation each of the limited liability companies which are to merge are as follows:

| <u>Name</u>                | <u>State of Formation</u> |
|----------------------------|---------------------------|
| Portillo's Hot Dogs, LLC   | Delaware                  |
| Portillo's of Arizona, LLC | Arizona                   |

**SECOND:** The name of the surviving limited liability company is Portillo's Hot Dogs, LLC ("Portillo's Hot Dogs"), and the name of the limited liability company being merged into this surviving limited liability company is Portillo's of Arizona, LLC ("PAZ").

**THIRD:** The Agreement and Plan of Merger, dated as of December 4, 2015 (as amended from time to time, the "Merger Agreement"), by and between Portillo's Hot Dogs and PAZ has been approved, adopted, certified, executed and acknowledged by the surviving limited liability company, Portillo's Hot Dogs, and the merging limited liability company, PAZ, in accordance with Section 18-209 of the Act and Section 29-752 of the Arizona Limited Liability Company Act.

**FOURTH:** The merger is to become effective on January 1, 2016.


**FIFTH:** The Merger Agreement is on file at 2001 Spring Road, Suite 500, Oak Brook, Illinois 60523, the place of business of the surviving limited liability company.

**SIXTH:** A copy of the Merger Agreement will be furnished by the surviving limited liability company on request, without cost, to any member of any constituent limited liability company.

*[The remainder of this page is intentionally left blank.]*

IN WITNESS WHEREOF, this Certificate of Merger is hereby executed as of the date first written above.

**PORTILLO'S HOT DOGS, LLC**

By:   
Name: Susan B. Shelton  
Title: General Counsel and Secretary

[SIGNATURE PAGE TO CERTIFICATE OF MERGER OF  
PORTILLO'S OF ARIZONA, LLC WITH AND INTO PORTILLO'S HOT DOGS, LLC]



STATE OF DELAWARE  
CERTIFICATE OF MERGER  
FOR THE MERGER OF  
PORTILLO'S HOT DOGS OF INDIANA, LLC  
WITH AND INTO  
PORTILLO'S HOT DOGS, LLC

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:36 AM 12/09/2015  
FILED 10:36 AM 12/09/2015  
SR 20151262090 - File Number 827087

\*\*\*\*\*

December 4, 2015

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act (the "Act"), the undersigned limited liability company executed the following Certificate of Merger:

**FIRST:** The name and state of formation each of the limited liability companies which are to merge are as follows:

| <u>Name</u>                         | <u>State of Formation</u> |
|-------------------------------------|---------------------------|
| Portillo's Hot Dogs, LLC            | Delaware                  |
| Portillo's Hot Dogs of Indiana, LLC | Indiana                   |

**SECOND:** The name of the surviving limited liability company is Portillo's Hot Dogs, LLC ("Portillo's Hot Dogs"), and the name of the limited liability company being merged into this surviving limited liability company is Portillo's Hot Dogs of Indiana, LLC ("PHD Indiana").

**THIRD:** The Agreement and Plan of Merger, dated as of December 4, 2015 (as amended from time to time, the "Merger Agreement"), by and between Portillo's Hot Dogs and PHD Indiana has been approved, adopted, certified, executed and acknowledged by the surviving limited liability company, Portillo's Hot Dogs, and the merging limited liability company, PHD Indiana, in accordance with Section 18-209 of the Act and Section 23-18-7 of the Indiana Business Flexibility Act.

**FOURTH:** The merger is to become effective on January 1, 2016.


**FIFTH:** The Merger Agreement is on file at 2001 Spring Road, Suite 500, Oak Brook, Illinois 60523, the place of business of the surviving limited liability company.

**SIXTH:** A copy of the Merger Agreement will be furnished by the surviving limited liability company on request, without cost, to any member of any constituent limited liability company.

*[The remainder of this page is intentionally left blank.]*

IN WITNESS WHEREOF, this Certificate of Merger is hereby executed as of the date first written above.

**PORTILLO'S HOT DOGS, LLC**

By:   
Name: Susan B. Shelton  
Title: General Counsel and Secretary

[SIGNATURE PAGE TO CERTIFICATE OF MERGER OF  
PORTILLO'S HOT DOGS OF INDIANA, LLC WITH AND INTO PORTILLO'S HOT DOGS, LLC]

WEIL:195505380\1125136.0060

**TRADEMARK**  
**REEL: 008112 FRAME: 0236**

STATE OF DELAWARE  
CERTIFICATE OF MERGER  
FOR THE MERGER OF  
PORTILLO'S FOOD SERVICE, LLC  
WITH AND INTO  
PORTILLO'S HOT DOGS, LLC

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:36 AM 12/09/2015  
FILED 10:36 AM 12/09/2015  
SR 20151262093 - File Number 827087

\*\*\*\*\*

December 4, 2015

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act (the "Act"), the undersigned limited liability company executed the following Certificate of Merger:

**FIRST:** The name and state of formation each of the limited liability companies which are to merge are as follows:

| <u>Name</u>                  | <u>State of Formation</u> |
|------------------------------|---------------------------|
| Portillo's Hot Dogs, LLC     | Delaware                  |
| Portillo's Food Service, LLC | Illinois                  |

**SECOND:** The name of the surviving limited liability company is Portillo's Hot Dogs, LLC ("Portillo's Hot Dogs"), and the name of the limited liability company being merged into this surviving limited liability company is Portillo's Food Service, LLC ("Portillo's Food Service").

**THIRD:** The Agreement and Plan of Merger, dated as of December 4, 2015 (as amended from time to time, the "Merger Agreement"), by and between Portillo's Hot Dogs and Portillo's Food Service has been approved, adopted, certified, executed and acknowledged by the surviving limited liability company, Portillo's Hot Dogs, and the merging limited liability company, Portillo's Food Service, in accordance with Section 18-209 of the Act and 805 Section 180/37-20 of the Illinois Limited Liability Company Act.

**FOURTH:** The merger is to become effective on January 1, 2016.

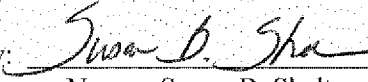
**FIFTH:** The Merger Agreement is on file at 2001 Spring Road, Suite 500, Oak Brook, Illinois 60523, the place of business of the surviving limited liability company.

**SIXTH:** A copy of the Merger Agreement will be furnished by the surviving limited liability company on request, without cost, to any member of any constituent limited liability company.

*[The remainder of this page is intentionally left blank.]*

IN WITNESS WHEREOF, this Certificate of Merger is hereby executed as of the date first written above.

**PORTILLO'S HOT DOGS, LLC**

By:   
Name: Susan B. Shelton  
Title: General Counsel and Secretary

[SIGNATURE PAGE TO CERTIFICATE OF MERGER OF  
PORTILLO'S FOOD SERVICE, LLC WITH AND INTO PORTILLO'S HOT DOGS, LLC]

**TRADEMARK**  
**REEL: 008112 FRAME: 0238**

State of Delaware

**Certificate of Merger of a Foreign Limited Liability Company  
into a Domestic Limited Liability Company**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act:

- FIRST: The name of the surviving limited liability company is Portillo's Hot Dogs, LLC, a Delaware limited liability company.
- SECOND: The name of the limited liability company being merged into this surviving limited liability company is Golden Dogs, LLC. The jurisdiction in which this limited liability company was formed is California.
- THIRD: The Agreement of Merger has been approved and executed by both limited liability companies.
- FOURTH: The name of the surviving limited liability company is Portillo's Hot Dogs, LLC.
- FIFTH: The executed Agreement of Merger is on file at 2001 Spring Road, #400, Oak Brook, Illinois 60523, the principal place of business of the surviving limited liability company.
- SIXTH: A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.
- SEVENTH; This Certificate of Merger shall become effective on January 1, 2018.

IN WITNESS WHEREOF, the said surviving limited liability company has caused this Certificate of Merger to be executed by an authorized person, this 20 day of December, 2017.

PORTILLO'S HOT DOGS, LLC

By:   
Susan B. Shelton, Secretary