

ORIGINAL ALCOHOL BEVERAGE LICENSE APPLICATION

Submit to municipal clerk.

For the license period beginning _____ 20 _____ ;
ending _____ 20 _____

TO THE GOVERNING BODY of the: Town of } MADISON
 Village of }
 City of }
County of DANE Aldermanic Dist. No. _____ (if required by ordinance)

Applicant's Wisconsin Seller's Permit Number: <u>456 0000 445560-07</u>	
Federal Employer Identification Number (FEIN): <u>391600-966</u>	
LICENSE REQUESTED	
TYPE	FEE
<input type="checkbox"/> Class A beer	\$
<input checked="" type="checkbox"/> Class B beer	\$
<input type="checkbox"/> Wholesale beer	\$
<input type="checkbox"/> Class C wine	\$
<input type="checkbox"/> Class A liquor	\$
<input checked="" type="checkbox"/> Class B liquor	\$
<input type="checkbox"/> Reserve Class B liquor	\$
Publication fee	\$
TOTAL FEE	\$

1. The named INDIVIDUAL PARTNERSHIP LIMITED LIABILITY COMPANY
 CORPORATION/NONPROFIT ORGANIZATION

hereby makes application for the alcohol beverage license(s) checked above.

2. Name (individual/partners give last name, first, middle; corporations/limited liability companies give registered name): FIRST MADCO, INC

An "Auxiliary Questionnaire," Form AT-103, must be completed and attached to this application by each individual applicant, by each member of a partnership, and by each officer, director and agent of a corporation or nonprofit organization, and by each member/manager and agent of a limited liability company. List the name, title, and place of residence of each person.

Title	Name	Home Address	Post Office & Zip Code
President/Member	<u>ROGER BROWN</u>	<u>1710 CAMELOT DRIVE</u>	<u>MADISON WI 53705</u>
Vice President/Member	<u>WAYNE MOSLEY</u>	<u>3527 SABAKA TRAIL</u>	<u>VERONA WI 53593</u>
Secretary/Member	<u>WAYNE MOSLEY</u>		
Treasurer/Member	<u>ROGER BROWN</u>		
Agent	<u>WAYNE MOSLEY</u>		
Directors/Managers	<u>WAYNE MOSLEY, ROGER BROWN</u>		

3. Trade Name Rocky Kococo PAN-STYLE PIZZA Business Phone Number 236-9300
4. Address of Premises 1301 REGENT STREET Post Office & Zip Code MADISON 53715

5. Is individual, partners or agent of corporation/limited liability company subject to completion of the responsible beverage server training course for this license period? Yes No
6. Is the applicant an employe or agent of, or acting on behalf of anyone except the named applicant? Yes No
7. Does any other alcohol beverage retail licensee or wholesale permittee have any interest in or control of this business? Yes No
8. (a) Corporate/limited liability company applicants only: Insert state WISCONSIN and date _____ of registration.
(b) Is applicant corporation/limited liability company a subsidiary of any other corporation or limited liability company? Yes No
(c) Does the corporation, or any officer, director, stockholder or agent or limited liability company, or any member/manager or agent hold any interest in any other alcohol beverage license or permit in Wisconsin? SEE ATTACHED Yes No

9. Premises description: Describe building or buildings where alcohol beverages are to be sold and stored. The applicant must include all rooms including living quarters, if used, for the sales, service, and/or storage of alcohol beverages and records. (Alcohol beverages may be sold and stored only on the premises described.) 30's: SERVICE COUNTER, ENCLOSED (FENCE) PARKING LOT, PERMITTED DINING Room and BAR area

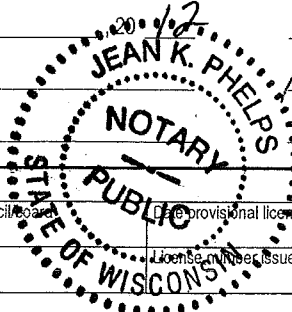
10. Legal description (omit if street address is given above): N/A STORAGE: BASEMENT COOLER, MGR'S OFFICE, COUNTER AREA COOLER
11. (a) Was this premises licensed for the sale of liquor or beer during the past license year? Yes No
(b) If yes, under what name was license issued? FIRST MADCO, INC
12. Does the applicant understand they must file a Special Occupational Tax return (TTB form 5630.5) before beginning business? [phone 1-800-937-8864] N/A Yes No
13. Does the applicant understand a Wisconsin Seller's Permit must be applied for and issued in the same name as that shown in Section 2, above? [phone (608) 266-2776] Yes No
14. Is the applicant indebted to any wholesaler beyond 15 days for beer or 30 days for liquor? Yes No

READ CAREFULLY BEFORE SIGNING: Under penalty provided by law, the applicant states that each of the above questions has been truthfully answered to the best of the knowledge of the signers. Signers agree to operate this business according to law and that the rights and responsibilities conferred by the license(s), if granted, will not be assigned to another. (Individual applicants and each member of a partnership applicant must sign; corporate officer(s), members/managers of Limited Liability Companies must sign.) Any lack of access to any portion of a licensed premises during inspection will be deemed a refusal to permit inspection. Such refusal is a misdemeanor and grounds for revocation of this license.

SUBSCRIBED AND SWORN TO BEFORE ME

this 25th day of June
Jean K Phelps
(Clerk/Notary Public)

My commission expires 6/22/14



[Signature] VP, SECY
(Officer of Corporation/Member/Manager of Limited Liability Company/Partner/Individual)
[Signature]
(Officer of Corporation/Member/Manager of Limited Liability Company/Partner)
[Signature]
(Additional Partner(s)/Member/Manager of Limited Liability Company if Any)

TO BE COMPLETED BY CLERK

Date received and filed with municipal clerk <u>6-25-12</u>	Date reported to council	Date provisional license issued	Signature of Clerk / Deputy Clerk
Date license granted	Date license issued	License #	

First Madco, Inc. locations with alcohol licenses

**1301 Regent Street
Madison, WI 53715 (Currently Class B Beer)**

**206 Westgate Mall
Madison, WI 53711 (Class B Beer)**

**7952 Tree Lane
Madison, WI 53719 (Class B Beer and Class C Wine)**

**1618 W. Beltline Hwy
Madison, WI 53713 (Class B Beer)**

**3001 N. Sherman Avenue
Madison, WI 53704 (Class B Beer)**

**1753 Thierer Road
Madison, WI 53704 (Class B Beer)**

**4456 Monona Drive
Madison, WI 53716 (Class B Beer)**



WISCONSIN DEPARTMENT OF REVENUE
PO BOX 8902
MADISON, WI 53708-8902

State of Wisconsin • DEPARTMENT OF REVENUE

REGISTRATION UNIT
2135 RIMROCK RD PO BOX 8902 MADISON, WI 53708-8902
PHONE: 608-266-2776 FAX: 608-264-6884
EMAIL: sales10@revenue.wi.gov WEBSITE: www.revenue.wi.gov

Letter ID: L0147303232

WAYNE MOSLEY
FIRST MADCO INC
330 S WHITNEY WAY STE 100
MADISON WI 53705-4638



State of Wisconsin • DEPARTMENT OF REVENUE

Wisconsin Seller's Permit - Personal Wallet
Copy
Sellers Permit Number: 456-0000445560-04
Expiration Date: 31-Aug-2012
Legal/Real Name: FIRST MADCO INC

Signature _____

Registration Certificate

Certificate Expiration Date: 31-Aug-2012

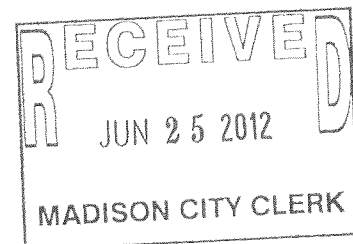
LEGAL/REAL NAME: FIRST MADCO INC

This certificate confirms that you are registered with the Wisconsin Department of Revenue.
This certificate is not transferable.

If your business is not operated from a fixed location, such as craft shows, flea markets, etc., the wallet copy should be displayed or carried with you to various events.

You are authorized to engage in the business activity(ies) indicated for the following tax(es).

Tax Type	Account Type	Cease Date	Number
Sales & Use	Seller's Permit		456-0000445560-04
Withholding Tax	Withholding Tax		036-0000445560-05



The following is a list of the business locations that you have registered with the Department of Revenue.

~~ROCKY ROCOCO PAN STYLE PIZZA
1007 STANFORD ROCK RD
WISCONSIN DELLS WI 53965-9701~~

ROCKY ROCOCO PAN STYLE PIZZA
1301 REGENT ST
MADISON WI 53715-1254

ROCKY ROCOCO PAN STYLE PIZZA
1818 W BELTLINE HWY
MADISON WI 53713-2330

ROCKY ROCOCO PAN STYLE PIZZA
1753 THIERER RD
MADISON WI 53704-3721

ROCKY ROCOCO PAN STYLE PIZZA
206 WESTGATE MALL
MADISON WI 53711-1029

ROCKY ROCOCO PAN STYLE PIZZA
3001 N SHERMAN AVE
MADISON WI 53704-3044

ROCKY ROCOCO PAN STYLE PIZZA
4556 MONONA DR
MADISON WI 53716-1051

ROCKY ROCOCO PAN STYLE PIZZA
702 N MIDVALE BLVD
MADISON WI 53705-3261

ROCKY ROCOCO PAN STYLE PIZZA
7952 TREE LN
MADISON WI 53717-2011

City of Madison Supplemental Class B License Application

<input type="checkbox"/> Seller's Permit Certificate (Entity must match the Articles of Incorporation) <input type="checkbox"/> Federal Employer Identification # <input type="checkbox"/> Notarized Original Application Form <input type="checkbox"/> Notarized Supplemental Form <input type="checkbox"/> Orange Sign (Clerk's Office provides at time of application)	<input type="checkbox"/> Written Description of Premise <input type="checkbox"/> Background Investigation Form(s) <input type="checkbox"/> Notarized Transfer of Ownership <input type="checkbox"/> *Articles of Incorporation <input type="checkbox"/> *Notarized Appointment of Agent * Corporation/LLC only	<input type="checkbox"/> Floor Plans <input type="checkbox"/> Lease <input type="checkbox"/> Sample Menu <input type="checkbox"/> Business Plan
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1. Name of Applicant/Partner/Corporation/LLC First Madco Inc.
 2. Address of Licensed Premise 1301 Regent St. Madison 53715
 3. Telephone Number: (608) 256-0600 4. Anticipated opening date: currently operating
 5. Mailing address if not opening immediately NA

6. Have you contacted the Alderperson, Police Department District Captain, Alcohol Policy Coordinator, and the neighborhood association representative for the area in which you intend to locate? Yes No

7. Are there any special conditions desired by the neighborhood? Yes No

Explain. _____

8. Business Description, including hours of operation: we are a pizzeria specializing in whole pies and slices. Our hours of operation are 10:30am - 11:00 pm on week days, and 10:30 am to 1:00 am on weekends.

9. Do you plan to have live entertainment? No Yes—What kind? _____

10. Detailed written description of building, including overall dimensions, seating arrangements, capacity, bar size and all areas where alcohol beverages are to be sold and stored. The licensed premise described below shall not be expanded or changed without the approval of the Common Council.

A brick building with ample street exposure. Premises 30' x 80', 2,400 square feet. Dining room has 70 seats with a capacity of 99 people. Alcohol to be served at 15' service counter and 18' foot bar (to be installed). Alcohol stored in managers office. Premises to also include picnic beer area-fenced in parking lot (utilizing fencing meeting City of Madison guidelines. Each entrance-egress point supervised by a Rocky Rococo employee and/or security guards at all operating times. Two portable toilets, adequate trash/litter control, two food and beverage service table areas.

11. Are any living quarters directly or indirectly accessible and under control of the applicant? Yes No
 Please note that alcohol may be sold and stored only on the licensed premise, not in living quarters.

12. Describe existing parking and how parking lot is to be monitored. 19 parking spaces in a lot located in front of the store. There are 2 entrance points, 1 on Orchard and 1 on Regent. The lot is monitored by employees with ample visibility to service center and a camera.

13. Describe your management experience, staffing levels, duties and employee training. The current store manager has 4 years of experience with First Madco and has managed Regent St. since 1/1/2012. All shift supers currently employed have operator licenses for our existing beer license.

14. Identify the registered agent for your Corporation or LLC. This is your corporation's agent for service of process, notice or demand required or permitted by law to be served on the corporation.

Wayne Mosley 3527 Sabara Trail Verona, WI 53593
 Name Address

15. Utilizing your market research, who would you project your target market to be?

Our target market would remain unchanged (i.e. neighborhood residents and people who trade on the Regent St. and Park St. Corridor.

16. What age range would you hope to attract to your establishment? Since we are a restaurant, we hope to attract the widest range of ages.

17. Describe how you plan to advertise/promote your business. What products will you be advertising?

We will advertise via radio, print, direct mail and local promotions. Food is the primary product we would advertise.

18. Are you operating under a lease or franchise agreement? Yes (attach a copy) No

19. Owner of building where establishment is located: Jesse Wilson

Address of Owner: 7707 Brookline Dr., Mad, WI 53719 Phone Number 608-833-3576

20. Private organizations (clubs): Do your membership policies contain any requirement of "Invidious" (likely to give offense) discrimination in regard to race, creed, color, or national origin? Yes No

21. List the Directors of your Corporation/LLC

Wayne Mosley 3527 Sabara Trail Verona, WI 53593
Name Address

Roger Brown 1710 Camelot Dr. Madison, WI 53705
Name Address

Name Address

22. List the Stockholders of your Corporation/LLC

Wayne Mosley 3527 Sabara Trail Verona, WI 53593 50%
Name Address % of Ownership

Roger Brown 1710 Camelot Dr. Madison, WI 53705 50%
Name Address % of Ownership

Name Address % of Ownership

23. What type of establishment are you? (Check all that apply) Tavern Nightclub Restaurant

Other Please Explain. _____

24. What type of food will you be serving, if any? pizza, salad, soups, breadsticks, pasta, and appetizers
Breakfast Lunch Dinner

25. Please submit a sample menu with your application, if possible. What might eventually be included on your operational menu when you open? Appetizers Salads Soups Sandwiches Entrees Desserts Pizza Full Dinners

26. During what hours of your operation do you plan to serve food? 10:30 am - close (i.e. all operating hours)

27. What hours, if any, will food service not be available? Always available
28. Indicate any other product/service offered. pizza delivery service and catering
29. Will your establishment have a kitchen manager? Yes No
30. Will you have a kitchen support staff? Yes No
31. How many wait staff do you anticipate will be employed at your establishment? 10 counter service reps.
During what hours do you anticipate they will be on duty? open to close
32. Do you plan to have hosts or hostesses seating customers? Yes No
33. Do your plans call for a full-service bar? Yes No
If yes, how many bar stools do you anticipate having at your bar? 8
How many bartenders do you anticipate you would have working at one time on a busy night? 1
34. Will there be a kitchen facility separate from the bar? Yes No
35. Will there be a separate and specific area for eating only? Yes No
If yes, what will be the seating capacity for that area? _____
36. What type of cooking equipment will you have? Stove Oven Fryers Grill Microwave
37. Will you have a walk-in cooler and/or freezer dedicated solely to the storage of food products? Yes No
38. What percentage of your overall payroll do you anticipate will be devoted to food operation salaries?
90% +
39. If your business plan includes an advertising budget, what percentage of your advertising budget do you anticipate will be related to food? 95%
What percentage of your advertising budget do you anticipate will be drink related? 5%
40. Are you currently, or do you plan to become, a member of the Madison—Dane County Tavern League or the Tavern League of Wisconsin? Yes No
41. Are you currently, or do you plan to become, a member of the Wisconsin Restaurant Association or the National Restaurant Association? Yes No
-

42. What is your estimated capacity? 99

43. Pursuant to Chapter 38.02 of the Madison General Ordinances, all restaurants and taverns serving alcohol beverages shall substantiate their gross receipts for food and alcohol beverage sales broken down by percentage. For new establishments, the percentage will be an estimate.

Gross Receipts from Alcoholic Beverages	<u>Y.T.D. thru June 2012</u> <u>3</u> %
Gross Receipts from Food and Non-Alcoholic Beverages	<u>97</u> %
Gross Receipts from Other	<u> </u> %
Total Gross Receipts	100%

44. Do you have written records to document the percentages shown? Yes No
You may be required to submit documentation verifying the percentages you've indicated.

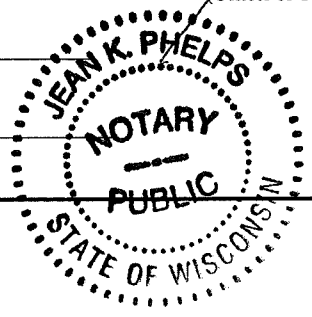
Read carefully before signing: Under penalty provided by law, the applicant states that the above information has been truthfully completed to the best of the knowledge of the signer. Signer agrees to operate this business according to law and that the rights and responsibilities conferred by the license(s), if granted will not be assigned to another. Any lack of access to any portion of a licensed premise during inspection will be deemed a refusal to permit inspection. Such refusal is a misdemeanor and grounds for revocation of this license.

Subscribed and Sworn to before me:

this 25th day of June, 2012
[Signature] VP, Secy
(Officer of Corporation/Member of LLC/Partner/Individual)

Jean K. Phelps
(Clerk/Notary Public)

My commission expires 6/22/14



**Roger Brown, President, and Treasurer of
First Madco, Inc. locations with alcohol licenses**

**1301 Regent Street
Madison, WI 53715 (Currently Class B Beer)**

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Madison, WI 53704 (Class B Beer)**

**4456 Monona Drive
Madison, WI 53716 (Class B Beer)**

**Vice President and Secretary of Quality Pizza, Inc. (FEIN 39-1223954)
locations with alcohol licenses**

**125 S. Fourth Street
La Crosse, WI 54601 (Class B Beer)**

**1239 Crossing Meadows Drive
Onalaska, WI 54650 (Class B Beer)**

Appointment of New Liquor/Beer Agent

To be completed by Corporate Officer or Member of LLC

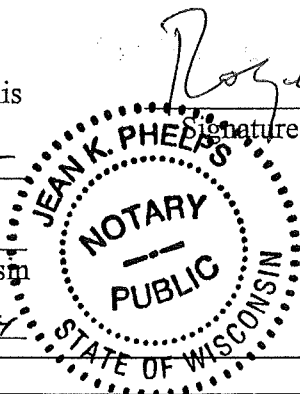
I, ROGER BROWN, officer/member for FIRST MADCO INC.
(Corporation/LLC), doing business as Rooxy Roooco Pan-Style Pizzeria authorize and appoint
WAYNE MOSLEY (Name) as the liquor/beer agent for the premise
located at 1301 Regent Street, Madison WI 53715

Subscribed and sworn to before me this

26th Day of June, 20 12

Jean K. Phelps
Notary Public, Dane County, Wisconsin

My Commission Expires 4/22/14



Roger K. Brown
Signature of Officer/Member

To be completed by appointed Liquor/Beer Agent

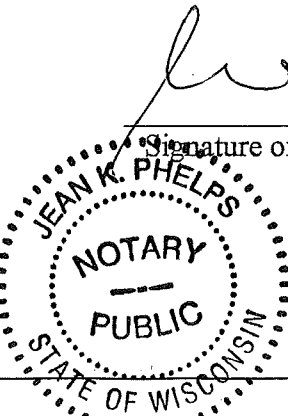
I, WAYNE MOSLEY, appointed liquor/beer agent for
FIRST MADCO, INC. (name of Corporation or LLC), being first duly sworn
say I have vested in me, by properly authorized and executed written delegation, full authority
and control of the premise described in the license of such corporation or limited liability
company, and I am involved in the actual conduct of the business as an employee, or have a
direct financial interest in the business of the licensee, therein relating to the intoxicating
liquor/fermented malt beverage. The interest I have in the business is 50 %.

Subscribed and sworn to before me this

25th Day of June, 20 12

Jean K. Phelps
Notary Public, Dane County, Wisconsin

My Commission Expires 4/22/14



Wayne Mosley
Signature of Agent

The appointed Liquor/Beer Agent must complete the other side of this form.

**Wayne Mosley, Agent, Vice President, and Secretary of
First Madco, Inc. locations with alcohol licenses**

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Madison, WI 53715 (Currently Class B Beer)**

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Madison, WI 53711 (Class B Beer)**

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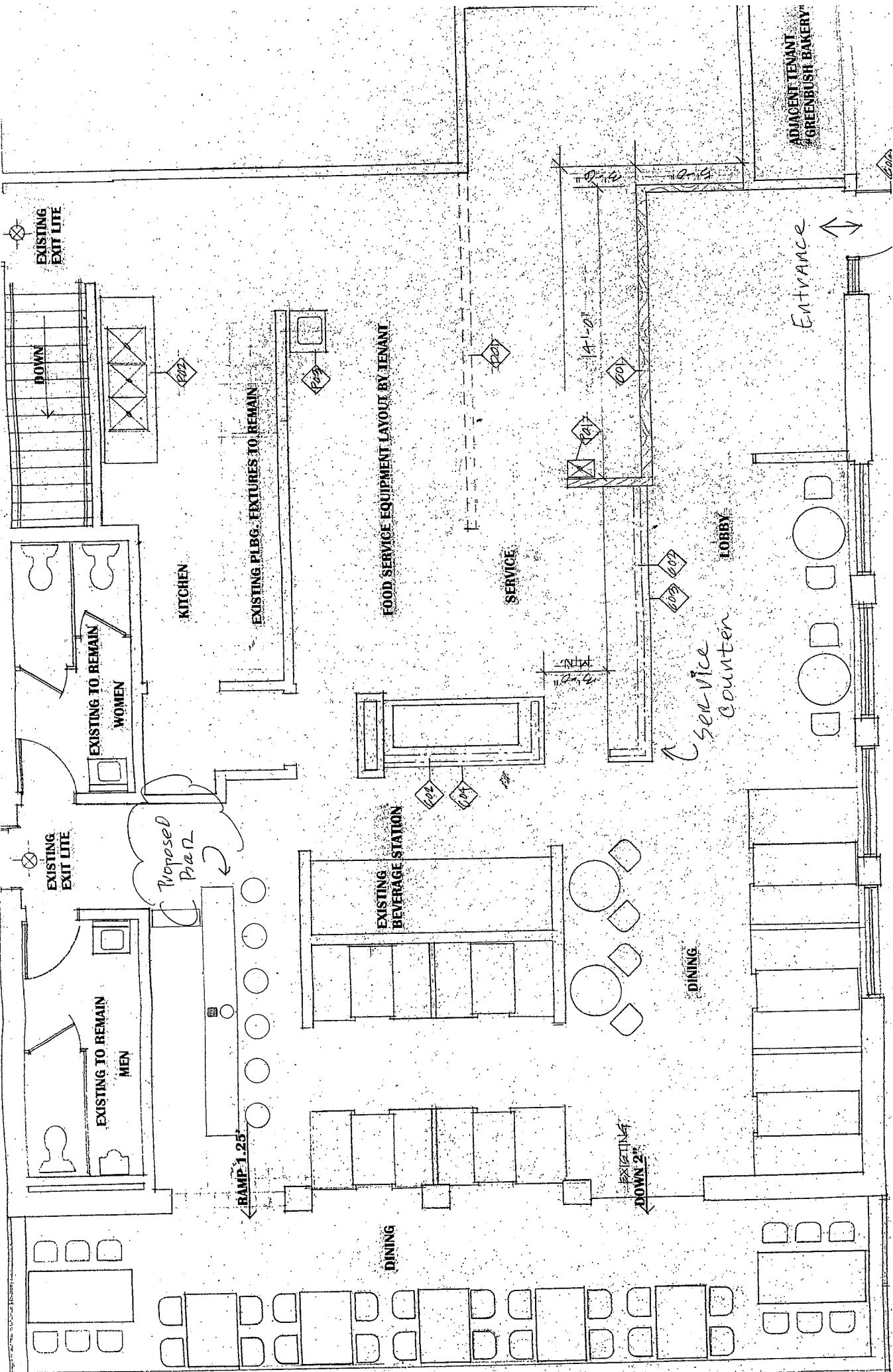
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**President, and Treasurer of Quality Pizza, Inc. (FEIN 39-1223954)
locations with alcohol licenses**

**125 S. Fourth Street
La Crosse, WI 54601 (Class B Beer)**

**1239 Crossing Meadows Drive
Onalaska, WI 54650 (Class B Beer)**



Proposed Plan

Entrance

service counter

LOBBY

SERVICE

FOOD SERVICE EQUIPMENT LAYOUT BY TENANT

EXISTING PLBGC. FIXTURES TO REMAIN

KITCHEN

EXISTING TO REMAIN WOMEN

EXISTING EXIT LITE

EXISTING TO REMAIN MEN

EXISTING BEVERAGE STATION

DINING

DINING

EXISTING DOWN 2"

RAMP 1.25'

ADJACENT TENANT 'GREENBUSH BAKERY'

EXISTING EXIT LITE

DOWN

CERTIFICATE OF SECRETARY

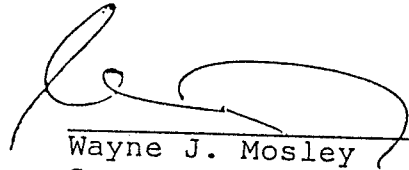
OF

FIRST MADCO, INC.

I, Wayne J. Mosley, Secretary of First Madco, Inc., a Wisconsin corporation (the "Corporation"), hereby certify that:

Attached hereto as Exhibit A is a true and complete copy of the Articles of Incorporation dated December 4, 1987 and By-Laws of the Corporation, as in effect on the date hereof.

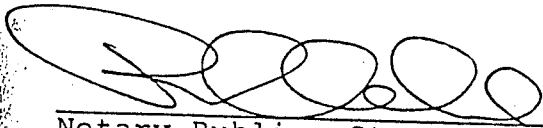
IN WITNESS WHEREOF, I have hereunto set my hand this 21st day of December, 1987.



Wayne J. Mosley
Secretary

STATE OF WISCONSIN)
)SS
COUNTY OF DANE)

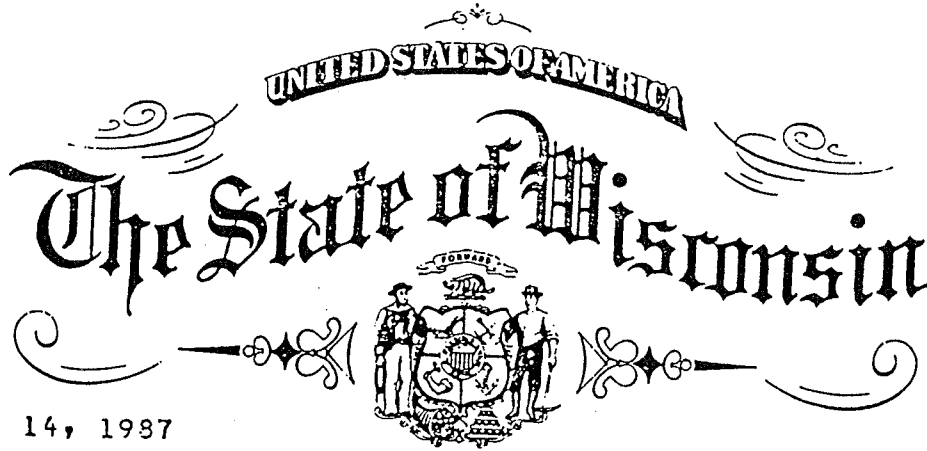
Subscribed and sworn to before me
this 23rd day of December, 1987.



Notary Public, State of Wisconsin
My Commission is permanent

RAYMOND W BAKER
340 W WASHINGTON AVE
MADISON

WI 53703



DATE: DECEMBER 14, 1987

OFFICE OF THE SECRETARY OF STATE

TO ALL TO WHOM THESE PRESENTS SHALL COME:

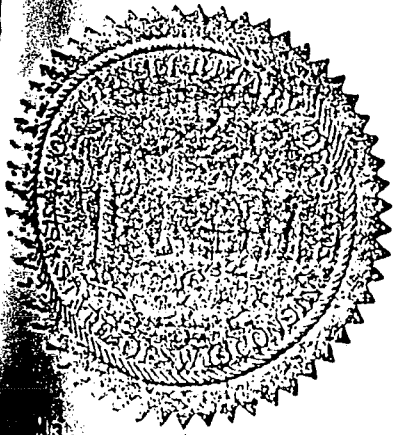
The undersigned, as Secretary of State of the State of Wisconsin, hereby certifies that, on the date above written, Articles of Incorporation (or Association) of
FIRST MADCO, INC.

were filed in my office under the provisions of the Wisconsin Statutes, and in particular under
CHAPTER 180—WISCONSIN BUSINESS CORPORATION LAW

THE STATE OF WISCONSIN does hereby grant unto said organization the powers and privileges conferred upon such organization by the Wisconsin Statutes for the pursuit of any purposes lawful under the chapter or section, of the Wisconsin Statutes, of its organization except as such purposes may be further limited in said Articles. IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, at Madison, on 12/14/1987

Douglas La Follette

DOUGLAS La FOLLETTE
Secretary of State



ARTICLES OF INCORPORATION

Executed by the undersigned for the purpose of forming a Wisconsin corporation under the "Wisconsin Business Corporation Law", Chapter 180 of the Wisconsin Statutes:

Article 1.

The name of the corporation is First Madco, Inc.

Article 2.

The period of existence shall be Perpetual

Article 3.

The purposes shall be to engage in any lawful activities authorized by Chapter 180 of the Wisconsin Statutes.

Article 4.

The number of shares which it shall have authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class is:

<u>Class</u>	<u>Series (If any)</u>	<u>Number of shares</u>	<u>Par value per share or statement that shares are without par value</u>
Common		1,000	\$0.01

Article 5.

The preferences, limitation, designation, and relative rights of each class or series of stock, are to be fixed by a majority of the Board of Directors at a regular or special meeting of the Board. Whereupon, an amendment will be filed stating any such preferences, limitations, designations, or relative rights.

Article 6.

The initial registered office is located in Dane County, Wisconsin,

The address of such registered office is 340 West Washington Avenue
Madison, Wisconsin 53703

The complete address, including street and number, if assigned, and the ZIP code, must be stated.

Article 7.

The name of initial registered agent at such registered office is

Wayne J. Mosley

Select ONE of the following. Cross out the ONE not selected.

Article 8.
The number of directors constituting
the board of directors shall be fixed
by by-law.

OR

Article 8.
~~The number of directors constituting
the board of directors shall be~~

Article 9. (Use of Article 9 is optional--see instructions)

The names of the initial directors are:

Roger K. Brown Thomas R. Hester
Wayne J. Mosley

Article 10. (Other provisions, if any)

Article 11.

These articles may be amended in the manner authorized by law at the time of
amendment.

Article 12.

The name and address of incorporator (or incorporators) are:

NAME

ADDRESS

(street & number, city, state & ZIP code)

1) Raymond W. Baker

340 West Washington Avenue
Madison, Wisconsin 53703

2) _____

3) _____

4) _____

Executed in duplicate on the 4th day of December, 19 87

Raymond W. Baker

All incorporators
SIGN HERE

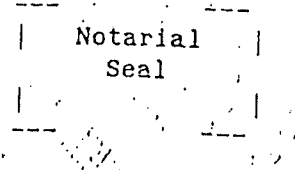
NOTARY: In completing this section, please specifically name the individual(s) whose signature(s) you are witnessing. The name(s) you cite should agree in every particular with the printed or typewritten name(s) as it appears in Article 12. Affix your seal, sign and state commission expiration date.

STATE OF WISCONSIN
County of SS.

Personally came before me this 4th day of December A.D., 1987
the aforementioned incorporator(s) (1) Raymond W. Baker
(2) _____ (3) _____ (4) _____
to me known to be the person(s) who executed the foregoing instrument, and
acknowledged the same.

My commission
expires 11-6-88

Debra Buerstette
Notary Public Signature



This document was drafted by Raymond W. Baker 256-0603 (See instructions)
(Name of individual required by law) (Phone) STATE OF WISCONSIN
Please print or type FILED

INSTRUCTIONS AND SUGGESTIONS

DEC 14 1987

CONTENT OF THE FORM

DOUGLAS LA FOLLET
SECRETARY OF STATE

- A. Article 1. The name must contain "Corporation", "Incorporated", or "Limited" or the abbreviation of one of those words. Please list, in order of preference, a second and third choice name. (2) _____
(3) _____
- B. Article 2. Insert "perpetual". You may insert any limitation desired, but not indefinite or a word to imply an indefinite status. Corporate existence begins as of the date that the articles of incorporation are approved for filing by the Secretary of State's office.
- C. Article 3. You may strike out the imprinted purposes clause and substitute a clause to cite particular purposes, should you so desire. (The statute expressly states that it is not necessary to enumerate the powers.)
- D. Article 4. For the minimum filing fee, you may authorize 2,800 shares of no par value stock, or \$56,000 of par value stock. Some quantity of capital stock is to be authorized. See instructions on "Filing fees" page 4, Item N.
- E. Article 5. This means, in substance, that this article must show all the rights, privileges, and restrictions as between classes of stock and as between series of stock in any class. If desired, a provision may be inserted authorizing the directors to fix the variations in rights as to series of any class. If none, so specify.
- F. Articles 6 & 7. The corporation must have a registered office in Wisconsin and a registered agent at such registered office. The address of the registered office must be physical location. State street number and name, city and ZIP code in Wisconsin. P.O. Box addresses may be included as part of the address, but are insufficient alone.
- G. Article 9. Sec. 180.32(1) provides that the initial board of directors may be named in the articles of incorporation.
- H. Article 10. This space provided as a place in which to insert any desired material such as restricting preemptive rights, stock transfer restrictions, quorum provisions, etc.

ARTICLES OF INCORPORATION

Mail Returned Copy to:

(FILL IN THE NAME AND ADDRESS HERE)

Raymond W. Baker
340 West Washington Avenue
Madison, Wisconsin 53703

If a problem exists with the filing of this form, may we call you to attempt to resolve it? If so, please provide us with a phone number at which you can be reached during the day. 608 - 256-0603.

INSTRUCTIONS AND SUGGESTIONS (Continued)

- J. Article 12. Have the INCORPORATOR SIGN before a Notary Public. The number of incorporators may be one or more, but all the incorporators listed in the articles must sign. Make sure that both of the copies have ORIGINAL SIGNATURES. Carbon copy, xerox, or rubber stamp signatures are not acceptable. Notary must acknowledge incorporators names exactly as they are listed in Article 12. EXECUTION DATE AND NOTARY DATE MUST MATCH EXACTLY.
- K. Notary public must SIGN AND AFFIX SEAL on both copies of the articles, and complete their statement in the area provided. Make sure that original signatures and seal impressions appear on both copies.
- L. If the document is executed or acknowledged in Wisconsin, sec. 14.38(14) of the Wisconsin Statutes provides that it shall not be filed unless the name of the person (individual) who, or the governmental agency which, drafted it is printed, typewritten, stamped or written thereon in a legible manner.

PREPARATION, FEES AND TRANSMITTAL

- M. Prepare document in DUPLICATE ORIGINAL. Furnish Secretary of State two identical copies of the articles of incorporation. (Mailing address: Corporation Division, Secretary of State, P.O. Box 7846, Madison, WI 53707). One copy will be retained (filed) by Secretary of State and the other copy transmitted directly to the Register of Deeds of the county within which the corporation's initial registered office is located, together with your check for the recording fee. When the recording has been accomplished, the document will be returned to the address you furnish on the back of the form.
- N. Two SEPARATE REMITTANCES are required.
 - 1) Send a FILING FEE of \$70 (or more) payable to SECRETARY OF STATE with the articles of incorporation. \$70 is the minimum fee and is sufficient for 2,800 shares of no par value stock, or \$56,000 of par value stock. Add \$1.25 more filing fee for each \$1,000 (or fraction thereof) for par value stock in excess of \$56,000, and/or 2 1/2 cents more filing fee for each share of no par value stock in excess of 2,800. Your cancelled check is your receipt for fee payment.
 - 2) Send a RECORDING FEE of \$10 (or more) payable to REGISTER OF DEEDS with the articles of incorporation. Name the COUNTY within which the corporation's initial registered office is located. Recording fee for this standard form is \$10. If you append additional pages, add \$2 more recording fee for each additional page. Please furnish the fee for the Register of Deeds in check form to this office and we will transmit it to the Register of Deeds with the document for recording.

CERTIFICATE OF SECRETARY

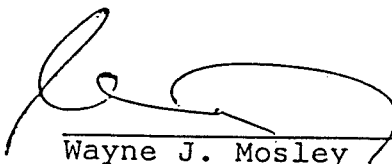
OF

FIRST MADCO, INC.

I, Wayne J. Mosley, Secretary of First Madco, Inc., a Wisconsin corporation (the "Corporation"), hereby certify that:

Attached hereto as Exhibit A is a true and complete copy of the Articles of Incorporation dated December 4, 1987 and By-Laws of the Corporation, as in effect on the date hereof.


IN WITNESS WHEREOF, I have hereunto set my hand this 21st day of December, 1987.



Wayne J. Mosley
Secretary

STATE OF WISCONSIN)
)SS
COUNTY OF DANE)

Subscribed and sworn to before me
this 23rd day of December, 1987.



Notary Public, State of Wisconsin
My Commission is permanent

BY-LAWS

OF

FIRST MADCO, INC.

December 1987

ARTICLE I

BUSINESS PURPOSE AND
OFFICES

The corporation shall engage in the business of owning and operating Rocky Rococo restaurants and shall engage in no other business during the term of any Territorial Development Agreement or Franchise Agreement between the company and Rocky Rococo Corporation or its successors or assigns.

The corporation shall continuously maintain in the State of Wisconsin a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the state.

ARTICLE II

SHAREHOLDERS

SECTION 1. ANNUAL MEETING. The annual meeting of the shareholders shall be held on the first Tuesday in April of each year for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for the annual meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as conveniently may be.

SECTION 2. SPECIAL MEETINGS. Special meetings of the shareholders may be called by the president and shall be called by the president or secretary at the request of a majority of the board of directors or at the request in writing of the holders of not less than one-tenth of all the outstanding shares of the corporation. Such request shall state the purpose or purposes of the proposed meeting.

SECTION 3. PLACES OF MEETING. The board of directors may designate any place, either within or without the State of Wisconsin, as the place of meeting for any annual meeting or for

any special meeting called by the board of directors. A waiver of notice signed by all shareholders may designate any place, either within or without the State of Wisconsin, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the State of Wisconsin.

SECTION 4. NOTICE OF MEETINGS. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than forty days before the date of the meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope addressed to the shareholder at his address as it appears on the records of the corporation, with postage thereon prepaid.

SECTION 5. MEETING OF ALL SHAREHOLDERS. If all of the shareholders shall meet at any time and place, either within or without the State of Wisconsin, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION 6. CLOSING OF TRANSFER BOOKS OR FIXING OF RECORD DATE. The board of directors of the corporation may close its stock transfer books for a period not exceeding forty and not less than ten days prior to the date of any meeting of shareholders, or the date for the payment of any dividend or for the allotment of rights, or the date when any exchange or reclassification of shares shall be effective; or, in lieu thereof, may fix in advance a date, not exceeding fifty and not less than ten days prior to the date of any meeting of shareholders, or to the date for the payment of any dividend or for the allotment of rights, or to the date when any exchange or reclassification of shares shall be effective, as the record date for the determination of shareholders entitled to notice of, or to vote at, such meeting, or shareholders entitled to receive payment of any such dividend or to receive any such allotment of rights, or to exercise rights in respect of any exchange or reclassification of shares; and the shareholders of record on such date shall be the shareholders entitled to notice of and to vote at, such meeting, or to receive payment of such dividend or to receive such allotment of rights, or to exercise such rights in the event of an exchange or reclassification of shares, as the case may be. If the transfer books are not closed and no record date is fixed by the board of directors, the date on which notice of the meeting is mailed shall be deemed to be the record date for the determination of shareholders entitled to vote at such meeting. Transferees of shares which are transferred after the record date shall not be entitled to notice of or to vote at such meeting.

SECTION 7. VOTING RECORDS. The officer or agent having charge of the transfer book for shares of the corporation shall make, at least ten days before each meeting of shareholders, a complete record of the shareholders entitled to vote at such meeting, arranged in alphabetical order, with the address of and the number of shares held by each, which record, for a period of ten days prior to such meeting, shall be kept on file at the registered office of the corporation and shall be subject to inspection by any shareholder at any time during usual business hours. Such record shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The officer in charge of such records as required by these by-laws shall be liable to any shareholder suffering damages on account of such failure to the extent of such damages. The original share ledger or transfer book, or a duplicate thereof kept in this state, shall be prima facie evidence as to who are the shareholders entitled to examine such record or share ledger or transfer book or to vote at any meeting of shareholders.

SECTION 8. QUORUM. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders. Except for the election of directors, which shall be done by plurality vote, when a quorum is present at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of Wisconsin law, these by-laws or of the Articles of Incorporation, a different vote is required in which case such express provision shall govern and control the decision of such question. If, however, less than a majority of the outstanding shares are represented at a meeting of shareholders, a majority of the shares so represented may adjourn the meeting from time to time without further notice. The shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

SECTION 9. PROXIES. At all meetings of shareholders, a shareholder may vote by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting.

SECTION 10. VOTING OF SHARES. Each outstanding share shall be entitled to one vote upon each matter submitted to a vote at a meeting of shareholders. All elections for directors shall be decided by plurality vote; all other issues shall be decided by majority vote except as otherwise provided by the Articles of Incorporation or the laws of the State of Wisconsin.

SECTION 11. VOTING OF SHARES BY CERTAIN HOLDERS. Shares standing in the name of another corporation, domestic or foreign, may be voted by such officer, agent, or proxy as the by-laws of such corporation may prescribe, or, in the absence of such provision, as the board of directors of such corporation may determine.

Shares standing in the name of a deceased person may be voted by his administrator or executor, either in person or by proxy. Shares standing in the name of a guardian, conservator, or trustee may be voted by such fiduciary, either in person or by proxy, but no guardian, conservator, or trustee shall be entitled, as such fiduciary, to vote shares held by him without a transfer of such shares into his name.

Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name if authority so to do be contained in an appropriate order of the court by which such receiver was appointed.

A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

SECTION 12. INFORMAL ACTION BY SHAREHOLDERS. Any action required to be taken at a meeting of the shareholders may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

ARTICLE III

DIRECTORS

SECTION 1. GENERAL POWERS. The business and affairs of the corporation shall be managed by its board of directors.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The number of directors of the corporation shall be three (3). The directors shall be elected at the annual meeting of the stockholders, except as provided in Section 8 of this Article, and each director shall hold office until his successor shall have been elected and qualified. Directors need not be residents of Wisconsin or shareholders of the corporation.

SECTION 3. REGULAR MEETINGS. A regular meeting of the board of directors shall be held without other notice than this by-law, immediately after, and at the same place as, the annual meeting of shareholders. The board of directors may provide, by

resolution, the time and place, either within or without the State of Wisconsin, for the holding of additional regular meetings without other notice than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the board of directors may be called by or at the request of the president or any vice president or the secretary or any two directors. The person or persons authorized to call special meetings of the board of directors may fix any place, either within or without the State of Wisconsin, as the place for holding any special meeting of the board of directors called by them.

SECTION 5. NOTICE. Written notice of any special meeting shall be delivered at least five business days previously thereto. Any director may waive notice of any meeting. The notice shall specify the purpose of the meeting.

SECTION 6. QUORUM. A majority of the authorized number of directors shall constitute a quorum for the transaction of business at any meeting of the board of directors, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the board of directors, except as may be otherwise specifically provided by law, by the Articles of Incorporation or by these by-laws. If less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION 7. MANNER OF ACTING. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by these by-laws, the Articles of Incorporation or Wisconsin law.

SECTION 8. VACANCIES. Any vacancy occurring in the board of directors or in a directorship to be filled by reason of any increase in the number of directors may be filled by a majority of the directors then in office, although less than a quorum. A director elected to fill a vacancy shall hold office until the next succeeding annual election.

SECTION 9. COMPENSATION OF DIRECTORS. Unless otherwise restricted by the Articles of Incorporation or these by-laws, the board of directors shall have the authority to fix the compensation of directors, or such authority may be delegated to an appropriate committee. The directors may be paid their expenses, if any, of attendance at each meeting of the board of directors and may be paid a fixed sum for attendance at each meeting of the board of directors or a stated salary as director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

SECTION 10. ACTION WITHOUT A MEETING. Unless otherwise restricted by the Articles of Incorporation or these by-laws, any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting, if all members of the board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the board or committee.

SECTION 11. COMMITTEES OF DIRECTORS. The board of directors may, by resolution passed by a majority of the whole board, designate one or more committees, each committee to consist of three or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member.

Any such committee, to the extent provided in the resolution of the board of directors, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation; but no such committee shall have the power or authority in reference to amending the Articles of Incorporation, election of the principal officers, the filling of vacancies in the Board of Directors, the declaration of dividends to shareholders, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amending the by-laws of the corporation; and, unless the resolution or the certificate of incorporation expressly so provides, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock or to adopt a certificate of ownership and merger. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the board of directors.

Each committee shall keep regular minutes of its meetings and report the same to the board of directors when required. Such committee shall call and conduct its meetings, by application of the same rules as provided in this article for the conduct of directors except as provided otherwise in these by-laws, Articles of Incorporation or Wisconsin law.

The designation of such committee and delegation of authority shall not operate to relieve the board of directors or any member of such committee of any responsibility imposed by these by-laws, Articles of Incorporation or Wisconsin law.

ARTICLE IV

OFFICERS

SECTION 1. NUMBER. The officers of the corporation shall be a president, one or more vice-presidents (the number thereof to be determined by the board of directors), a treasurer, a secretary and such other officers as may be elected in accordance with the provisions of this article. The board of directors, by resolution, may create the offices of one or more assistant treasurers and assistant secretaries, all of whom shall be elected by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the board of directors at the first meeting of the board of directors held after each annual meeting of shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. REMOVAL. Any officer or agent elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

SECTION 5. PRESIDENT. The president shall preside at all meetings of the shareholders and board of directors and shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the board of directors, certificates for shares of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these by-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

SECTION 6. THE VICE-PRESIDENTS. In the absence of the president or in the event of his inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice-president may sign, with the secretary or an assistant secretary, certificates for shares of the corporation; and shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors.

SECTION 7. THE TREASURER. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of directors shall determine. He shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these by-laws; (b) in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the board of directors.

SECTION 8. THE SECRETARY. The secretary shall:

(a) keep the minutes of the shareholders' and of the board of directors' meetings in one or more books provided for that purpose;

(b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law;

(c) be custodian of the corporate records and all documents, the execution of which on behalf of the corporation is duly authorized in accordance with the provisions of these by-laws;

(d) keep a register of the post-office address of each shareholder which shall be furnished to the secretary by such shareholder;

(e) sign with the president, or a vice-president, certificates for shares of the corporation, the issue of which shall have been authorized by resolution of the board of directors;

(f) have general charge of the stock transfer books of the corporation;

(g) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.

SECTION 9. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. The assistant treasurers shall respectively, if required by the board of directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine. The assistant secretaries as thereunto authorized by the board of directors may sign with the president or a vice-president certificates for shares of the corporation, the issue of which shall have been authorized by a resolution of the board of directors. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary, respectively, or by the president or the board of directors.

SECTION 10. SALARIES. The salaries of the officers shall be fixed from time to time by the board of directors or by a committee designated by the board of directors to recommend salaries and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the corporation.

ARTICLE V

CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. CONTRACTS. The board of directors may authorize the officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. LOANS. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

SECTION 3. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

SECTION 4. DEPOSITS. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors or any authorized officer may select.

ARTICLE VI

CERTIFICATES FOR SHARES AND THEIR TRANSFER

SECTION 1. CERTIFICATES FOR SHARES. Certificates representing shares of the corporation shall be in such form as may be determined by the board of directors. Such certificates shall be signed by the president or a vice-president and by the secretary or an assistant secretary. All certificates for shares shall be consecutively numbered. The name of the person owning the shares represented thereby with the number of shares and date of issue shall be entered on the books of the corporation. All certificates surrendered to the corporation for transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except that in case of a lost, destroyed or mutilated certificate a new one may be issued therefor upon such terms and indemnity to the corporation as the board of directors may prescribe.

SECTION 2. TRANSFERS OF SHARES. Transfers of shares of the corporation shall be made only on the books of the corporation by the registered holder thereof or by his attorney thereunto authorized by power of attorney duly executed and filed with the secretary of the corporation, and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the corporation shall be deemed the owner thereof for all purposes as regards the corporation. No transfer of shares of the corporation shall be made on the books of the corporation unless the holder thereof presents evidence that the proposed transfer complies with provisions regulating the transfer of ownership of a corporation of any Territorial Development Agreement or Franchise Agreement then in effect between this company and Rocky Rococo Corporation or its successors or assigns.

ARTICLE VII

FISCAL YEAR

The fiscal year of the corporation shall end on the 31st of December of each calendar year and shall commence on the succeeding January 1.

ARTICLE VIII

DIVIDENDS

The board of directors may from time to time, declare, and the corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and its articles of incorporation.

ARTICLE IX

SEAL

The corporation shall have no corporate seal.

ARTICLE X

NOTICE AND WAIVER OF NOTICE

SECTION 1. MANNER OF GIVING NOTICE. Whenever notice is required to be given to any stockholder by law, the Articles of Incorporation or these by-laws, or is required to be given to any director by law, the Articles of Incorporation or these by-laws, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such director or stockholder, at his address as it appears on the records of the corporation, with postage thereon prepaid, and, except for notice of special meetings of the board of directors, such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to directors may also be given by telegram.

SECTION 2. WAIVER OF NOTICE. Whenever any notice whatever is required to be given under the provisions of these by-laws or under the provisions of the articles of incorporation or under the provisions of the law under which this corporation is organized, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends such meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting is not lawfully called or convened.

ARTICLE XI

AMENDMENTS

These by-laws may be altered, amended or repealed or new by-laws may be adopted by the stockholders or by the board of directors, when such power is conferred upon the board of directors by the certificate of incorporation, at any regular meeting of the stockholders or of the board of directors or at any special meeting of the stockholders or of the board of directors if notice of such alteration, amendment, repeal or adoption of new by-laws be contained in the notice of such special meeting. If the power to adopt, amend or repeal by-laws is conferred upon the board of directors by the certificate of incorporation it shall not divest or limit the power of the stockholders to adopt, amend

or repeal by-laws, but no by-laws adopted by the stockholders shall be altered, amended or repealed by the board of directors unless such by-laws so provide.

ARTICLE XII

INDEMNIFICATION OF OFFICERS DIRECTORS, EMPLOYEES AND AGENTS

Except as otherwise provided by these by-laws, the articles of incorporation or Wisconsin laws, the corporation shall indemnify officers, directors, employees and agents of the corporation against liability and expenses if such individual was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding by reason of the fact that such individual was or is an officer, director, employee or agent of the corporation. Indemnification shall include, but not be limited to, attorney fees actually and reasonably incurred by the individual in connection with such action. Such individual shall be indemnified if they acted in good faith and reasonably believed their conduct to be in the best interests of the corporation or at least not opposed to the corporation's best interests. In the case of any criminal proceeding such individual may be indemnified if they had no reasonable cause to believe their conduct was unlawful. The termination of such action by judgment, order, settlement, conviction, or upon a plea of no contest or its equivalent, is not, of itself, determinative that the individual did not meet the standard of conduct described in this section.

The corporation shall not indemnify an individual adjudged to be liable for negligence or misconduct in the performance of their duty to the corporation unless the court in which such action was brought determines that such individual is fairly and reasonably entitled to indemnity for such expenses as the court deems proper. The corporation shall not indemnify an individual adjudged liable for causing personal benefit to be improperly received by them.

Any indemnification, unless ordered by a court, shall be made by the corporation only upon a determination that indemnification is proper because such individual met the applicable standard of conduct. Such determination shall be made by the board of directors by a majority vote of a quorum made up of directors who were not parties to such action, by independent legal counsel in a written opinion, or by a majority of the shareholders then entitled to vote.

Expenses shall be paid by the corporation in advance of the final disposition of such suit as authorized by the method set out in this section, upon receipt of an undertaking by such

individual to repay the amount unless it is ultimately determined that such individual is entitled to be indemnified by the corporation as authorized in this section.

Any indemnification arising out of such action as authorized in this section shall be reported in writing to the shareholders with or before the notice of the next shareholders meeting.

Chicken

Bone-In Wings
Tossed in BBQ or Buffalo Sauce plus
choose Ranch or Blue Cheese Dip

Single (10) \$6.99
Double (20) \$13.99

Boneless Chicken Wings
Tossed in BBQ or Buffalo Sauce plus
choose Ranch or Blue Cheese Dip

Single Order \$5.99
Double Order \$10.99

Chicken Strips
Single (6 + sauce) \$5.99
Double (12 + sauce) \$10.99

Extra Sauce \$0.60

Sauces
Buffalo, Marinara, Blue Cheese,
Ranch, BBQ, Honey Mustard
or Ancho Chili

Breadsticks

Rocky's Italian Breadsticks
Single (6 + pizza sauce) \$2.29
Family (18 + pizza sauce) \$6.49
Extra Sauce \$0.60

Sauces
Nacho Cheese, Buffalo, Marinara,
Blue Cheese, Ranch, Honey Mustard,
BBQ, Ancho Chili (absolutely delicious)

Hot, Cheesy Italian Breadsticks
(with Marinara Sauce) \$3.99

Garlic Bread \$2.99

Cheese Bread \$3.99

Cinnful Dessert Sticks \$2.99
(Cinnamon & Vanilla Icing)

Pastas

Pastas come with Italian Breadsticks

Spaghetti Rocco \$5.99
with Marinara or Meat Sauce

Add Meatballs (3 Big Ones) \$1.89

Fettuccine Alfredo \$6.49
with Chicken \$7.49

Order of Meatballs (3) in Sauce
with Italian Breadsticks \$3.99

Salads

Garden Salad
Fresh Lettuce, Tomatoes, Cucumbers,
Mushrooms, Carrots and Cheddar Cheese.

Individual \$4.29
Family-Size \$5.49

Chef Salad
Fresh Lettuce, Tomatoes, Cucumbers,
Cheese, Mushrooms, Eggs, Ham and
Lowfat French and Lowfat Ranch

Individual \$4.59
Family-Size \$5.99

Dressings

French, Ranch, Blue Cheese, Italian,
Lowfat French and Lowfat Ranch



Specialty Pies

Small \$13.99
Medium \$16.99
Large \$18.99

Small 2 Serves 3-4
Medium 3-4 Serves 4-6



Meatworks (mmm... pictured!)
Five easy Meat toppings all on your pizza!
Italian Sausage, Spicy Pepperoni, Bacon,
Ground Beef and Canadian Bacon

The Perfect Pizza
A complete food. Italian Sausage, Fresh
Mushrooms, Green Peppers and Onions

Uncle Sam's Spectacular
Meaty and Saucy! Pepperoni, Italian
Sausage, Fresh Mushrooms and Onions,
topped with Fresh Roma Tomatoes and
sprinkled with Oregano

Six Top Jackpot
A Jackpot of Flavors... Italian Sausage,
Fresh Mushrooms, Onions, Green
Peppers, Ripe Olives and Spicy Pepperoni

Extra Cheesy Superoni
Your all-time favorite loaded with lots of
Wisconsin Mozzarella Cheese and Extra
Pepperoni

Hawaiian
Mild Peppers, Fresh Roma
Tomatoes, Canadian Bacon and
Pineapple

Triple Sausage Spectacular
Three Meats! Famous Italian Sausage,
Spicy Pepperoni and Andouille Sausage

The Garden of Eatin'
Fresh Mushrooms, Onions, Green
Peppers, Ripe Olives, Roma Tomatoes,
sprinkled with Parmesan

Cheesy Bacon Burger
Ground Beef, Cheddar Mozzarella Blend,
Smoky Bacon and Onions in our Secret
Sauce!

Mother Lode
We're kidding... your pizza's delicious is
loaded with Sliced Meatballs, Cheese,
Choose Italian Sausage or Pepperoni and
all is topped with a 5 Cheese blend!

The Works
You can have it all! Pepperoni, Italian
Sausage, Fresh Mushrooms, Green
Peppers, Onions, Ripe and Green Olives,
Fresh Roma tomatoes.

8 toppings for just a buck more!
Small Pan \$14.99
Medium Pan \$17.99
Large Pan \$19.99



Quattro Cheese
Rocky's Gourmet Classic Chicago Pizza is
loaded with Four Cheeses: Mozzarella,
Blend and Marinated Tomato Slices on our
Famous Pan Crust, topped with wonderful
meats and veggies.

Original with Italian Sausage
This pie is loaded with Rocky's Famous
Italian Sausage, Quattro Cheese, Marinated
Tomato Slices and sprinkled with Parmesan
Cheese - We are famous for this Pizza!

Chicago Deluxe
Loaded with Fresh Mushrooms and
Onions, Quattro Cheese and Marinated
Tomato Slices

Triple Sausage Chicago
Three Meats! Famous Italian Sausage,
Spicy Pepperoni and Andouille Sausage

Chicago Spinach and Bacon
Fresh Baby Spinach tossed in Alfredo Sauce,
with Smoky Bacon, Chunky Tomatoes topped
with Quattro, Parmesan and Oregano

White Pies

Chicken Alfredo
Garlic Cheese, Fresh Mushrooms
Join our Cheesy, Creamy Alfredo Sauce

Sausage/Alfredo Hammer
Italian Sausage, Diced Ham and
Mushrooms in our Alfredo Sauce



The Garden of Eatin' (pictured)
Fresh Mushrooms, Onions, Green Peppers,
Ripe Olives, Roma Tomatoes, sprinkled with
Parmesan

Wheat n' Meat
Fresh Mushrooms and Onions with your
choice of Italian Sausage or Spicy Pepperoni

Spinach and Tomato Pie
Fresh Baby Spinach, Roma Tomato Slices
and Beef Topping sprinkled with Parmesan
and Oregano

Create your own!

Rocky's Pan Pizza is BIG PIZZA!

Choose	Original or Whole Wheat Crust	Original Crust Only
Small Pan	Serves 2	16" Thin Serves 3-4
Medium Pan	Serves 3-4	16" Thin Serves 4-6
Large Pan	Serves 4-6	16" Thin Serves 6-8
Extra Cheese	\$1.49	\$1.79
Extra Topping	\$1.59	\$1.99
Extra Sauce	\$2.00	\$2.50
POWER ON!		

Pizza Toppings

Meats: Italian Sausage, Spicy Pepperoni,
BBQ Chicken, Bacon, Canadian
Bacon, Andouille Sausage

Veggies: Fresh Mushrooms, Ripe
Olives, Green Peppers, Jalapeno Peppers,
Mild Banana Peppers, Green Olives,
Pineapple, Red Onions,
Fresh Roma Tomatoes

Cheeses: Cheddar, Blend of Italian
Cheeses, Cheddar Cheese



12" Medium Serves 2-3
\$13.99

16" X-Large Serves 3-4
\$17.99

Rococo Chicago Thin w/ Sausage
Our Special 4 Cheese Quattro Blend,
Italian Sausage, Marinated Tomatoes,
Parmesan and Oregano

Extra Cheesy Superoni
Your all-time favorite loaded with lots of
Wisconsin Mozzarella Cheese and Extra
Pepperoni

Hot 'n Spicy
Pepperoni, Andouille Sausage,
Mild Banana Peppers and Onions

The Garden of Eatin'
Fresh Mushrooms, Onions, Green
Peppers, Ripe Olives, Roma Tomatoes,
sprinkled with Parmesan

BBQ Chicken Hawaiian
Saucy BBQ Chicken, Fresh Roma Tomatoes,
Pineapple and Mild Banana Peppers

Perfectaroni (pictured)
Italian Sausage, Pepperoni, Mushrooms,
Fresh Veggies & Our Best Meats



8 toppings for just a buck more!
Small Pan \$14.99
Medium Pan \$17.99
Large Pan \$19.99

Mother Lode
We're kidding... your pizza's delicious is
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Choose Italian Sausage or Pepperoni and
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You can have it all! Pepperoni, Italian
Sausage, Fresh Mushrooms, Green
Peppers, Onions, Ripe and Green Olives,
Fresh Roma tomatoes.

8 toppings for just a buck more!
Small Pan \$14.99
Medium Pan \$17.99
Large Pan \$19.99

Business Plan - Rocky's on Regent St.
Upgrade in liquor license to Class B Combination.

- A. The objective of our offering beverage service is to increase our dinner business.
 - 1. For many people, at dinner time they want to enjoy a beverage.
 - 2. Often our customers have dinner in groups (family groups, or groups of friends and co-workers). If even one person in that group wants a beverage with their dinner, if you don't offer it, the entire group is going somewhere else.
- B. Simple remodel plan: replace a small seating area in the dining room with a 12 foot long bar with 6 stool. The bar will serve as both an food and beverage service are for our guest.
- C. At Rocky's, alcoholic beverages are coincidental to food purchases. Therefore beverage service will coincide with food service. When food service closes for the day, so will the beverage service.
- D. Target customer for the new beverage service are the existing customers, as well as people who live in our neighborhood. Some students, but mostly families, local residents, people who trade at the stores on Regent Street, and people who work in our trade area.
- E. Our initial beverage offering will be beer, both bottles and draft, and cocktails like Gin & Tonics, Old Fashions, and Margaritas. Latter on, we'll offer smoothies, coffee service, and other refreshments.
- F. Current on-premise alcoholic beverage sales at Rocky's is about 1% (YTD through June, 2012) After we are granted our Class B Combination license, we expect in-house alcoholic beverage sales to climb to about 5% of total sales.
- G. The General Manager of Rocky's on Regent Street is Samuel Brown, my son. I also keep an eye on this restaurant, and Sam reports to an Area Manager who has worked for our company for 30 years this October. The place is well managed and cared for.

Roger Brown, co-founder
First Madco Inc.
dba Rocky Rococo Restaurants

Area Vocational, Technical and Adult Education District No. 4

This is to certify that

WAYNE J. MOSLEY

attended the

Madison Area Technical College

Madison, Wisconsin

and has satisfactorily completed

BARTENDER/ALCOHOL AWARENESS TRAINING

[Handwritten Signature]

Instructor Signature

0668

Employee No.

6/15/88

Date

818-450-080

Course No.

6/13/88

Beginning Date

6/15/88

Ending Date

Buff Copy - To Student

Green Copy - To City Clerk

Blue Copy - Retained by the School

LICENSE

NOT TRANSFERABLE

License For	License Number	Page	Date Issued	Expiration Date
Class B Beer	55122-47440	1 of 1	06/06/2011	06/30/2012
PURSUANT TO SECTION 38 OF THE MADISON GENERAL ORDINANCES AND CHAPTER 125 OF THE WISCONSIN STATE STATUTES.				
CAPACITY: 85				

FIRST MADCO INC
 DBA: ROCKY ROCOCO PAN-STYLE PIZZA
 LIQUOR/BEER AGENT: MOSLEY, WAYNE
 1301 REGENT ST
 MADISON, WI 53715



Paul R. Aron

Mayor

** POST IN CONSPICUOUS PLACE **

*** SUBJECT TO ITEMS BELOW ***

Maibeth Witzel-Behl

Clerk

Premise - 30' x 80', 2,400 square feet. Dining room. Alcohol sold at 15' service center and stored in manager's office & basement storage rooms.

Common Council granted license. Change in licensed premise granted 9-15-98 with the following conditions:

- 1) Picnic beer area-fenced in parking lot (utilizing fencing meeting City of Madison guidelines).
- 2) Each ingress-egress point supervised by Rocky Rococo employees and/or security guards at all operating times.
- 3) Two portable toilets, adequate trash/litter control, two food and beverage service table areas.