

**A454474**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**CHICAGO PIZZA ASSOCIATES, INC.**

**ENDORSED  
FILED**  
In the office of the Secretary of State  
of the State of California

**DEC - 7 1994**

**TONY MILLER**  
Acting Secretary of State

Jeremiah J. Hennessy and Paul A. Motenko:

1. They are the President and Secretary, respectively of Chicago Pizza Associates, Inc., a California corporation.

2. The Articles of Incorporation of this Corporation are amended and restated to read in their entirety as follows:

**I**

The name of this Corporation is:

**CHICAGO PIZZA ASSOCIATES, INC.**

**II**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

**III**

This Corporation is authorized to issue two classes of shares designated "Common Stock" and "Preferred Stock," respectively.

A. The number of shares of Common Stock authorized to be issued is Twenty Million (20,000,000), each and all of which shares shall be without par value. On the effective date of these Amended and Restated Articles of Incorporation, each then outstanding share of Common Stock is split-up, divided and converted into 1,900 shares of Common Stock without par value.

B. The total number of Preferred Shares which this corporation shall have authority to issue is Five Million (5,000,000). The Board of Directors is authorized, subject to limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock in series, and by

filing a certificate pursuant to the applicable law of the State of California, to establish from time to time the number of shares to be included in each such series and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof.

IV

The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

V

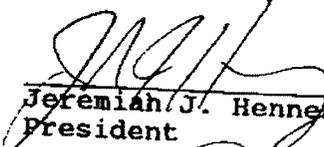
The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) for breach of duty to the Corporation and its shareholders through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject to the limits on such excess indemnification set forth in Section 204 of the California Corporations Code.

3. The foregoing amendment and restatement of Articles of Incorporation has been approved by the Board of Directors of said corporation.

4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 200. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing Certificate are true and correct of our own knowledge.

Dated: November 25, 1994.

  
Jeremiah J. Hennessy,  
President

  
Paul A. Motenko, Secretary

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A461654

ENDORSED  
FILED

In the office of the Secretary of State  
of the State of California

CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION  
OF  
CHICAGO PIZZA ASSOCIATES, INC.

MAY 26 1995

*Bill Jones*  
BILL JONES, Secretary of State

JEREMIAH J. HENNESSY and PAUL MOTENKO hereby certify  
that:

1. They are the duly elected and acting President and Secretary, respectively, of Chicago Pizza Associates, Inc. (the "Corporation"), a California corporation.

2. Article I of the Articles of Incorporation of this Corporation is amended to read as follows:

"I

The name of the Corporation is:

CHICAGO PIZZA, INC."

3. Article III, Section A. of the Articles of Incorporation of this Corporation is amended to read as follows:

"A. The number of shares of Common Stock authorized to be issued is Twenty Million (20,000,000), each and all of which shares shall be without par value. On the effective date of this Certificate of Amendment of Articles of Incorporation, each then outstanding share of Common Stock is split-up, combined and converted into 0.34896 shares of Common Stock without par value. No fractional shares shall be issued to shareholders in connection with such stock split, but instead cash shall be distributed to each shareholder who would otherwise have been entitled to receive a fractional share on the basis of a \$3.85 per share valuation."

4. The foregoing amendments of articles of incorporation have been duly approved by the Board of Directors of this Corporation.

4. The foregoing amendments of articles of incorporation have been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of Common Stock of the corporation is 6,487,500. There are no outstanding shares of Preferred Stock of the corporation. The number of shares voting in favor of the amendments equalled or exceeded the vote required. The percentage vote required was more than 50%.

339

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing certificate are true and correct of our own knowledge.

Dated: May 23, 1995

  
\_\_\_\_\_  
Jeremiah Hennessy, President

  
\_\_\_\_\_  
Paul Motenko, Secretary

A472869

ENDORSED  
FILED

In the office of the Secretary of State  
of the State of California

MAR - 7 1996

CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION  
OF  
CHICAGO PIZZA, INC.

*Bill Jones*  
BILL JONES, Secretary of State

JEREMIAH J. HENNESSY and PAUL MOTENKO hereby certify  
that:

1. They are the duly elected and acting President and Secretary, respectively, of Chicago Pizza, Inc. (the "Corporation"), a California corporation.

2. Article I of the Articles of Incorporation of this Corporation is amended to read as follows:

"I

The name of this Corporation is:

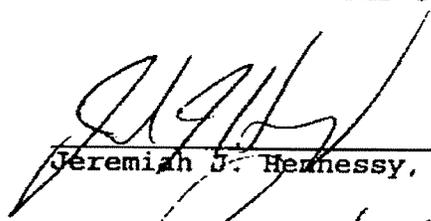
CHICAGO PIZZA & BREWERY, INC."

3. The foregoing amendments of articles of incorporation have been duly approved by the Board of Directors of this Corporation.

4. The foregoing amendments of articles of incorporation have been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of Common Stock of the corporation is 3,788,878. There are no outstanding shares of Preferred Stock of the corporation. The number of shares voting in favor of the amendments equalled or exceeded the vote required. The percentage vote required was more than 50%.

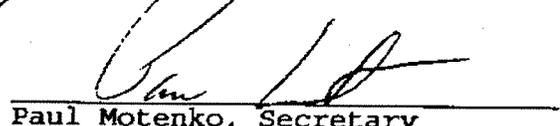
We further declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing certificate are true and correct of our own knowledge.

Dated: January 31, 1996



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Jeremiah J. Hennessy, President



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Paul Motenko, Secretary

**ENDORSED - FILED**  
**In the office of the Secretary of State**  
**of the State of California**

**AUG - 3 2004**

**KEVIN SHELLEY**  
**Secretary of State**

**CERTIFICATE OF AMENDMENT OF**  
**ARTICLES OF INCORPORATION**  
**OF**  
**CHICAGO PIZZA & BREWERY, INC.**

Jeremiah T. Hennessy and Paul A. Motenko certify that:

1. They are the President and Secretary, respectively of Chicago Pizza & Brewery, Inc., a California corporation.
2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

“I

The name of this corporation is: BJ’s Restaurants, Inc.”

3. The foregoing amendment has been approved by the Board of Directors of said corporation.
4. The foregoing amendment of articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of corporation is 19,461,953. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Executed at Huntington Beach, California, on August 2, 2004.

/s/ JEREMIAH T. HENNESSY  
Jeremiah T. Hennessy, President

/s/ PAUL A. MOTENKO  
Paul A. Motenko, Secretary

**[OFFICE OF THE SECRETARY OF STATE]**

**CERTIFICATE OF AMENDMENT OF THE  
ARTICLES OF INCORPORATION  
OF  
BJ'S RESTAURANTS, INC,  
a California corporation**

Gerald W. Deitchle and Gregory S. Levin hereby certify that:

1. They are the duly elected and acting (i) Chairman, President and CEO, and (ii) Executive Vice President, CFO and Secretary, respectively, of BJ's Restaurants, Inc., a California corporation (the "Corporation").

2. Article III Section A. of the Articles of Incorporation of this Corporation is amended to read as follows:

"A. The number of shares of Common Stock authorized to be issued is one hundred twenty-five million (125,000,000), each and all of which shares shall be without par value."

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors of this Corporation.

4. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of the shareholders of the Corporation in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of Common Stock of the Corporation entitled to vote with respect to this amendment is 27,013,800 shares. There are no outstanding shares of preferred stock of the Corporation. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding Common Stock.

The undersigned further declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing certificate are true and correct of their own knowledge.

Dated: June 8, 2010

/s/ Gerald W. Deitchle

Gerald W. Deitchle, Chairman, President and  
CEO

/s/ Gregory S. Levin

Gregory S. Levin, Executive Vice President,  
CFO and Secretary

[End]