

M05000000738

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

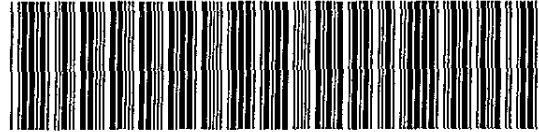
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRADY FEB 10 2005



Via DHL
850-487-6051

February 3, 2005

Registration Section
Division of Corporations
409E. Gaines St
Tallahassee, FL 32399

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Northlake Bread, LLC

Dear Sir or Madam:

Enclosed is our application to register Northlake Bread, LLC to transact business in Florida. Along with the application I have included a Certificate of Good Standing from the State of Kansas, a Designation of Registered Agent, as well as West Palm Bread, LLC check number 20183 in the amount of \$125.00 as payment in full of filing fees required for the registration.

Please return to me a letter of acknowledgment as evidence of our filing. If you have any questions or need further information, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink that reads "Beverly J. Lee".

Beverly J. Lee
Legal Assistant

Enclosures

c: Katherine Kirk, House Counsel

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Northlake Bread, LLC
(Name of foreign limited liability company)
2. Kansas
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 20-2016948
(FEI number, if applicable)
4. December 13, 2004
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2414 N. Woodlawn, Suite 201
Wichita, KS 67220
(Street address of principal office)

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TALLAHASSEE

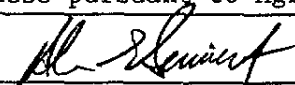
8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

See Attached

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: To conduct a
retail food business pursuant to Agreements with Panera, L.L.C.


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Alan E. Seiwert, Treasurer
Typed or printed name of signee

MANAGERS OF NORTHLAKE BREAD, LLC

H. Roger Karolick
2414 N. Woodlawn, Suite 201
Wichita, KS 67220

William J. Walsh, Jr.
2414 N. Woodlawn, Suite 201
Wichita, KS 67220

Larry F. Payne
2414 N. Woodlawn, Suite 201
Wichita, KS 67220

Albert J. Kirk
2414 N. Woodlawn, Suite 201
Wichita, KS 67220

Dale E. Wiggins
2414 N. Woodlawn, Suite 201
Wichita, KS 67220

Kenneth R. Miller
2414 N. Woodlawn, Suite 201
Wichita, KS 67220

MEMBER OF NORTHLAKE BREAD, LLC

West Palm Bread, LLC

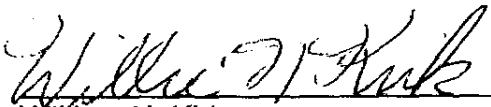
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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

RE: Northlake Bread, LLC

Having been named as registered agent and to accept service of process for the above stated limited liability company, William N. Kirk, with his mailing address at 979 Beachland Boulevard, Vero, Beach, FL 32964, hereby accepts the appointment as registered agent and agrees to act in this capacity. He further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the required duties, and is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 608, F.S.

Dated: *December 21, 2004*



William N. Kirk

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE OF KANSAS

OFFICE OF
SECRETARY OF STATE
RON THORNBURGH



To all to whom these presents shall come, Greetings

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TALLAHASSEE, FLORIDA

I, RON THORNBURGH, Secretary of State of the state of Kansas, do hereby certify that I am the custodian of records of the State of Kansas relating to limited liability companies and that I am the proper official to execute this certificate.

I FURTHER CERTIFY THAT

NORTHLAKE BREAD, LLC

is a regularly and properly organized limited liability company under the laws of the State of Kansas, having filed articles of organization in Kansas on the 13th day of December, A.D. 2004 and has paid all fees and franchise taxes due this office and is in good standing according to the records now on file in the office of Secretary of State.

In testimony whereof:
I hereto set my hand and cause
to be affixed my official seal.
Done at the City of Topeka, this
13th day of December, A.D. 2004



A handwritten signature in cursive script that reads "Ron Thornburgh".

RON THORNBURGH
SECRETARY OF STATE