

F00000002923

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 5/24

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*****70.00 *****70.00

Corporation(s) Name

FFCA Maryland Corp.

☒ Profit ☐ Amendment ☒ Merger
☐ Nonprofit

☒ Foreign ☐ Dissolution ☐ Mark
☐ LLC ☐ Withdrawal

☐ Limited Partnership ☐ UBR ☐ Other
☐ Reinstatement ☐ Fictitious Name ☐ Ch. RA
☐ UCC ☐ 1 or ☐ 3

***Special Instructions**

☐ Certified Copy ☐ Photocopies ☐ CUS
☐ arts/ameds/mergers ☐ Other-See Above

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Carol Clark

Thank You!

13/2 5/24

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 24 PM 3:45

RECEIVED
00 MAY 24 PM 2:25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. FFCA Maryland Corp.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Maryland

(State or country under the law of which it is incorporated)

3. 86-0736091

(FEI number, if applicable)

4. March 6, 2000

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 17207 North Perimeter Drive, Scottsdale, AZ 85255

(Current mailing address)

8. to invest in fast food franchised restaurants, midscale and casual dining properties
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
and other multi-unit franchised business properties

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System

Marcia J. Sunahara
(Registered agent's signature)

MARCIA J. Sunahara
Asst. Secy.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Please see attached list of directors and officers

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Dennis L. Ruben, Executive Vice President

(Typed or printed name and capacity of person signing application)

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FFCA MARYLAND CORP.
LIST OF DIRECTORS AND OFFICERS

May 10, 2000

DIRECTORS

Name	Address
Morton H. Fleischer	17207 North Perimeter Drive Scottsdale, AZ 85255
Willie R. Barnes	One Wilshire Blvd., 20 th Floor Los Angeles, CA 90017-3321
Kelvin L. Davis	345 California St., Suite 3300 San Francisco, CA 94104
Kathleen H. Lucier	6171 N. 29 th Place Phoenix, AZ 85016
Dennis E. Mitchem	2715 N. 3 rd St., Suite 150 Phoenix, AZ 85004
Louis P. Neeb	6914 Hillpark Drive Dallas, TX 75230
Kenneth B. Roath	4675 MacArthur Ct., 9 th Floor Newport Beach, CA 92660
Casey J. Sylla	3075 Sanders Road Northbrook, IL 60062
Shelby Yastrow	40049 N. 106 th Place Scottsdale, AZ 85262
Christopher H. Volk	17207 North Perimeter Drive Scottsdale, AZ 85255

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OFFICERS

Name	Office	Address
Morton H. Fleischer	Chairman of the Board and Chief Executive Officer	17207 North Perimeter Drive Scottsdale, AZ 85255
Christopher H. Volk	President, Chief Operating Officer, Assistant Secretary and Assistant Treasurer	17207 North Perimeter Drive Scottsdale, AZ 85255
John R. Barravecchia	Executive Vice President, Chief Financial Officer, Treasurer and Assistant Secretary	17207 North Perimeter Drive Scottsdale, AZ 85255
Dennis L. Ruben	Executive Vice President, General Counsel and Secretary	17207 North Perimeter Drive Scottsdale, AZ 85255
Stephen G. Schmitz	Executive Vice President, Chief Investment Officer and Assistant Secretary	17207 North Perimeter Drive Scottsdale, AZ 85255
Catherine F. Long	Senior Vice President – Finance, Principal Accounting Officer, Assistant Secretary and Assistant Treasurer	17207 North Perimeter Drive Scottsdale, AZ 85255
Robin L. Roach	Senior Vice President, Corporate Finance	17207 North Perimeter Drive Scottsdale, AZ 85255
Harold W. Vinson	Senior Vice President, Property Management	17207 North Perimeter Drive Scottsdale, AZ 85255
Jon K. Taylor	Senior Vice President, Servicing	17207 North Perimeter Drive Scottsdale, AZ 85255
Stephen Y. Schwanz	Senior Vice President, Corporate Finance	17207 North Perimeter Drive Scottsdale, AZ 85255

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OFFICERS

Name	Office	Address
Andrew G. Kent	Senior Vice President, Associate General Counsel and Assistant Secretary	17207 North Perimeter Drive Scottsdale, AZ 85255
Dennis P. Pepperd	Senior Vice President, Information Systems	17207 North Perimeter Drive Scottsdale, AZ 85255
Ronald E. Davis	Vice President, Corporate Communications	17207 North Perimeter Drive Scottsdale, AZ 85255
Paul M. Lambert	Vice President and Associate General Counsel	17207 North Perimeter Drive Scottsdale, AZ 85255
Mark E. Wood	Vice President, Corporate Finance	17207 North Perimeter Drive Scottsdale, AZ 85255
Patrick J. Feltes	Vice President, Corporate Finance	17207 North Perimeter Drive Scottsdale, AZ 85255
R. Scott Cowan	Vice President, Real Estate Review	17207 North Perimeter Drive Scottsdale, AZ 85255
Bruce A. Nichols	Vice President, Research and Underwriting	17207 North Perimeter Drive Scottsdale, AZ 85255
Shelly R. Core	Vice President, Treasury	17207 North Perimeter Drive Scottsdale, AZ 85255
Julie N. Dimond	Vice President, Tax	17207 North Perimeter Drive Scottsdale, AZ 85255
Cathy T. Peterson	Vice President-Controller	17207 North Perimeter Drive Scottsdale, AZ 85255
Jeffrey M. Fleischer	Vice President, Corporate Finance	17207 North Perimeter Drive Scottsdale, AZ 85255
Anthony L. Wilson	Vice President, Information Systems	17207 North Perimeter Drive Scottsdale, AZ 85255

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OFFICERS

Name	Office	Address
Tolin W. Baker	Vice President, Information Systems	17207 North Perimeter Drive Scottsdale, AZ 85255
T. Craig Harland	Vice President, Construction Lending	17207 North Perimeter Drive Scottsdale, AZ 85255
William D. Totherow	Vice President, Corporate Finance	17207 North Perimeter Drive Scottsdale, AZ 85255
Gary J. Naquin	Vice President, Corporate Finance	17207 North Perimeter Drive Scottsdale, AZ 85255
J. Matthew Pearson	Vice President, Servicing	17207 North Perimeter Drive Scottsdale, AZ 85255
Kelly A. Hallford	Vice President, Corporate Finance	17207 North Perimeter Drive Scottsdale, AZ 85255

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STATE OF MARYLAND
Department of Assessments and Taxation

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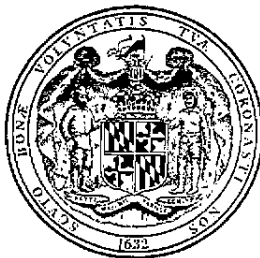
I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT FFCA MARYLAND CORP. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS MAY 17, 2000.

Paul B. Anderson

Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941 0000648722
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

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