

FOOOOOOO5539

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Panera, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation
to transact business in Florida.

Please return all correspondence concerning this matter to the following:

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-09/29/00--01086--005
*****78.75 *****78.75

Michael L. Cifelli, Legal Assistant
(Name of Person)

Mintz Levin
(Firm/Company)

One Financial Center, 40th Floor
(Address)

Boston, MA 02111
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Michael L. Cifelli at (617) 348-4832
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
00 SEP 29 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtu
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Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☒ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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. Panera, Inc.
(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. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/10/93 5. N/A
(Date of incorporation) (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. 7930 Big Bend Blvd.
Webster Groves, MO 63119
(Current mailing address)
8. Operate bakery/cafe restaurants.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
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)

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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

Amy Berlete
(Registered agent's signature)

**AMY BERTELETTI
SPECIAL ASSISTANT SECRETARY**

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: See attached Exhibit A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached Exhibit A

Address: _____

Vice President: _____

Address: _____

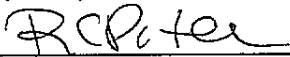
Secretary: _____

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. Richard C. Postle, President
(Typed or printed name and capacity of person signing application)

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EXHIBIT A

NAME	OFFICE	BUSINESS ADDRESS
Ronald M. Shaich	Chief Executive Officer, Chairman and Sole Director	7930 Big Bend Blvd. Webster Groves, MO 63119
Richard C. Postle	President and Chief Operating Officer	7930 Big Bend Blvd. Webster Groves, MO 63119
William M. Moreton	Sr. VP, Chief Financial Officer and Treasurer	7930 Big Bend Blvd. Webster Groves, MO 63119
Anthony M. Coleman	VP, Design Services	7930 Big Bend Blvd. Webster Groves, MO 63119
Scott Davis	VP, Customer Experience	7930 Big Bend Blvd. Webster Groves, MO 63119
Paul J. Evans	VP, Franchise Department	7930 Big Bend Blvd. Webster Groves, MO 63119
Denis G. Fredrick	VP, Information Technology	7930 Big Bend Blvd. Webster Groves, MO 63119
Paul R. Geist	VP, Controller	7930 Big Bend Blvd. Webster Groves, MO 63119
Larry G. House	VP, Real Estate	7930 Big Bend Blvd. Webster Groves, MO 63119
Michael J. Kupstas	VP, Franchise and Brand Communications	7930 Big Bend Blvd. Webster Groves, MO 63119
John M. Maguire	VP, Commissary Operations	7930 Big Bend Blvd. Webster Groves, MO 63119
Lawrence A. Rusinko	VP, Marketing	7930 Big Bend Blvd. Webster Groves, MO 63119
Thomas R. Howley	General Counsel, Assistant Secretary and VP, Construction	7930 Big Bend Blvd. Webster Groves, MO 63119

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PANERA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF JULY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
00 SEP 29 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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...AUTHENTICATION:

0563338

DATE:

07-17-00