

7.
F016000006276
TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: THE RESTAURANT COMPANY OF MINNESOTA
(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:

000004676700--0
-11/13/01--01064--008
*****87.50 *****87.50

DONALD WISEMAN

(Name of Person)

wa1-26210

THE RESTAURANT COMPANY
(Firm/Company)

6075 POPLAR AVE., STE 800

(Address)

MEMPHIS, TN 38119

(City/State and Zip code)

000004676700--0
-12/06/01--01042--001
***1150.00 ***1150.00

For further information concerning this matter, please call:

PAUL SCHIFANI

(Name of Person)

at

(901) 766-6487

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

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

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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

FILED
01 DEC 10 5:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mt
12/10



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 15, 2001

DONALD WISEMAN
6075 POPLAR AVE., STE 800
MEMPHIS, TN 38119

SUBJECT: THE RESTAURANT COMPANY OF MINNESOTA
Ref. Number: W01000026210

We have received your document for THE RESTAURANT COMPANY OF MINNESOTA and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1150.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Michael Mays
Document Specialist

Letter Number: 501A00061545

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**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. THE RESTAURANT COMPANY OF MINNESOTA
(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. 62-1831030
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. AUGUST 8, 2000 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. OCTOBER 1, 2000
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 4917 EDEN AVE., EDINA, MN 55424-1341
(Principal office address)
6075 POPLAR AVE, STE 800 MEMPHIS, TN 38119
(Current mailing address)
8. LICENSE OF TRADE NAME
(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: _____
Office Address: _____
_____, Florida _____
(City) (Zip code)
See Attached
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.
See Attached

(Registered agent's signature)

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 business addresses of officers and/or directors:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: SEE ATTACHED STATEMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED STATEMENT

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

13. Donald F. Wiseman
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Donald F. Wiseman
(Typed or printed name and capacity of person signing application)
Vice President, General Counsel & Secretary

ACCEPTANCE OF APPOINTMENT

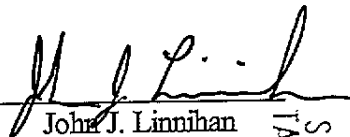
RE: **The Restaurant Company of Minnesota**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: November 6, 2001

C T CORPORATION SYSTEM

By



John J. Linnihan

Assistant Vice-President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

05-Nov-2001

Director/Officer' Listing for:
THE RESTAURANT COMPANY OF MINNESOTA

Directors

Donald N. Smith
517-40-8296

CHAIRMAN

Steven R. McClellan
457-13-6831

Donald F. Wiseman
413-72-3795

6075 Poplar Ave., Suite 800
Memphis, TN 38119

6075 Poplar Ave., Suite 800
Memphis, TN 38119

6075 Poplar Ave., Suite 800
Memphis, TN 38119

Officers

Donald N. Smith
517-40-8296

President

6075 Poplar Ave., Suite 800
Memphis, TN 38119

Steven R. McClellan
457-13-6831

Senior Vice President
Treasurer

6075 Poplar Ave., Suite 800
Memphis, TN 38119

Donald F. Wiseman
413-72-3795

Senior Vice President,
and Secretary

6075 Poplar Ave., Suite 800
Memphis, TN 38119

Richard J. Estlin
566-62-9091

Vice President

6075 Poplar Ave., Suite 800
Memphis, TN 38119

Steven J. Pahl
388-66-4155

Vice President,
Operations

6075 Poplar Ave., Suite 800
Memphis, TN 38119

Louis C. Jehl
413-88-0374

Vice President,
Controller

6075 Poplar Ave., Suite 800
Memphis, TN 38119

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE RESTAURANT COMPANY OF MINNESOTA" 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 SIXTH DAY OF NOVEMBER, A.D. 2001.

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
01 DEC 10 PM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3265214 8300

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AUTHENTICATION: 1430210

DATE: 11-06-01