

F09000002158

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

(Business Entity Name)

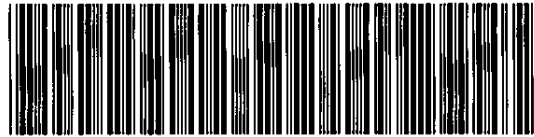
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Papa Murphy's International, 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:

Cathy Berry

Name of Person

Papa Murphy's International, Inc.

Firm/Company

8000 NE Parkway Drive, Suite 350

Address

Vancouver, WA 98662

City/State and Zip code

cathyb@papamurphys.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Cathy Berry

Name of Person

at ( 360 ) 449-4027

Area Code & Daytime Telephone Number

**STREET/COURIER ADDRESS:**

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

New Filing 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

**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. Papa Murphy's International, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 20-1282063

(FEI number, if applicable)

4. 6/30/04

(Date of incorporation)

5. Perpetual

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

6. N/A

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 8000 NE Parkway Drive, Suite 350, Vancouver, WA 98662

(Principal office address)

8000 NE Parkway Drive, Suite 350, Vancouver, WA 98662

(Current mailing address)

8. Any lawful purpose

(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 NOT acceptable)

Name: Paracorp Incorporated

Office Address: 236 East 6th Avenue

Tallahassee, Florida 32303

(City)

(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.*

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.

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SECRETARY OF STATE

# STATE OF FLORIDA

## REGISTERED AGENT CONSENT FORM

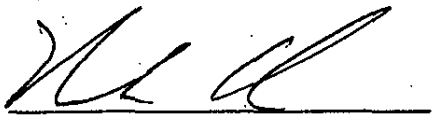
**DATE:** 5/4/09

**ENTITY NAME:** PAPA MURPHY'S INTERNATIONAL, INC.

**REGISTERED AGENT NAME AND ADDRESS:**

Paracorp Incorporated  
236 East 6<sup>th</sup> Avenue  
Tallahassee, FL 32303

Paracorp Incorporated, having been designated to act as Statutory Agent, hereby consents to act in that capacity for the above-referenced entity until removed or resignation is submitted in accordance with the Florida Revised Statutes.



Ninh Ho, Assistant Secretary  
Paracorp Incorporated

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: Terry A. Collins

Address: 8000 NE Parkway Drive, Suite 350, Vancouver, WA 98662

Vice Chairman: John D. Barr

Address: 8000 NE Parkway Drive, Suite 350, Vancouver, WA 98662

Director: Michael Eisenson

Address: 200 Clarendon Street, 54th Floor, Boston, MA 02116

Director: Sam Bartlett

Address: 200 Clarendon Street, 54th Floor, Boston, MA 02116

John D. Shafer, 29 Reynolds Way, Duxbury, MA 02332

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TALLAHASSEE, FLORIDA

**B. OFFICERS**

President: Clarice Turner

Address: 8000 NE Parkway Drive, Suite 350, Vancouver, WA 98662

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Victoria T. Blackwell

Address: 8000 NE Parkway Drive, Suite 350, Vancouver, WA 98662

Treasurer: Janet Pirus

Address: 8000 NE Parkway Drive, Suite 350, Vancouver, WA 98662

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

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. Victoria T. Blackwell, Secretary

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

# Delaware

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## *The First State*

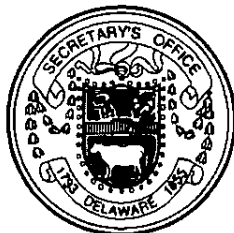
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAPA MURPHY'S INTERNATIONAL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF APRIL, A.D. 2009.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7260793

DATE: 04-22-09