

F 12000 002945

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

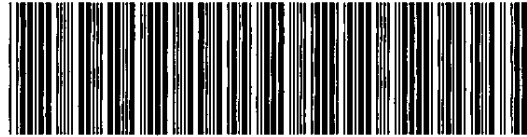
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



300236913783

07/02/12--01034--020 \*\*87.50

FILED

2012 JUL 16 PM 2:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Shivers JUL 17 2012  
W12-35460  
637



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 3, 2012

MELISSA MASON  
2931 2ND AVE S  
BIRMINGHAM, AL 35233

SUBJECT: ZOES KITCHEN, INC  
Ref. Number: W12000035460

We have received your document for ZOES KITCHEN, INC and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return the corrected original and one copy of 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) 245-6052.

Justin M Shivers  
Regulatory Specialist II  
New Filing Section

Letter Number: 112A00017987

**COVER LETTER**

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

**SUBJECT:** Zoes Kitchen, 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:

Melissa Mason

(Name of Person)

Zoe's Florida, LLC

(Firm/Company)

2931 2nd Avenue South

(Address)

Birmingham AL 35233

(City/State and Zip code)

For further information concerning this matter, please call:

Melissa Mason

(Name of Person)

at (205) 414 9920 ext. 101

(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

2012 JUL 16 PM 2:26  
FILED  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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. zoe's Kitchen, Inc.

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

n/a

(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. 74-3140398

(FEI number, if applicable)

10/24/2007

(Date of incorporation)

5. Perpetual

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

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

2931 2nd Avenue South Birmingham, Alabama 35233

(Principal office address)

Same as #7

(Current mailing address)

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name:

CT Corporation System

Office Address:

1200 South Pine Island Road

Plantation

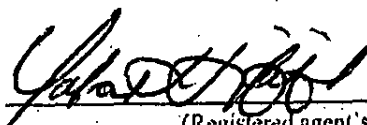
(City)

Florida 33324

(Zip code)

6. Registered agent's acceptance:

I, having been named as registered agent and to accept service of process for the above stated corporation at the place  
signated 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.



Nathan S. Giffin Asst. Secretary

(Registered agent's signature)

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

Names and business addresses of officers and/or directors:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2012 JUL 16 PM 2:26

FILED

A. DIRECTORS

Greg Dollarhyde

Chairman:

Address: 2931 2nd Avenue South

Birmingham, AL 35233

Vice Chairman:

Address:

Director: Rahul Aggarwal + William M. Barnum

Address: 2931 2nd Ave South

Birmingham, AL 35233

Director: Anthony W. Choe

Address: 2931 2nd Ave South

Birmingham, AL 35233

B. OFFICERS

President: Kevin Miles, President + COO

Address: 2931 2nd Ave South

Birmingham, AL 35233

Vice President: Rahul Aggarwal

Address: 2931 2nd Ave South, Birmingham, AL 35233

Secretary: Rahul Aggarwal

Address: 2931 2nd Ave South, Birmingham, AL 35233

Treasurer: Jason Morgan

Address: 2931 2nd Ave South, Birmingham, AL 35233

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. Jason Morgan, CFO

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

FILED  
2012 JUL 16 PM 2:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ZOE'S KITCHEN, 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 ELEVENTH DAY OF JULY, A.D. 2012.

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

2012 JUL 16 PM 2:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



4434270 8300

120823885

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: 9701080

DATE: 07-11-12