F12000004516

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

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TALLAHASSEE FLORIDA

10/30

W12 55413

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Cheddar's Casual Cafe, 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," or "Certificate of Good Standing" 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:

Peter Cola
Name of Person

Cheddar's Casual Cafe, Inc
Firm/Company

2250 W. John Carpenter Fwy, Suite 560
Address

Irving, TX 75063
City/State and Zip code

pcola@cheddars.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Peter Cola at (214) 596-6700
Name of Person — 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

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 30, 2012

PETER COLA
2250 W. JOHN CARPENTER FWY SUITE 560
IRVING, TX 75063

SUBJECT: CHEDDAR'S CASUAL CAFE, INC
Ref. Number: W12000055413

We have received your document for CHEDDAR'S CASUAL CAFE, INC and your check(s) totaling $78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company, "Corporation," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6052.

Jessica A Fason
Regulatory Specialist II

Letter Number: 312A00026549

OWNER'S AFFIDAVIT

State of Texas

County of Dallas

Before me, the undersigned authority, personally appeared Richard P. Payne, ("Affiant"), who being by me duly sworn, on oath, deposes and says:

1. That Affiant is the Senior Vice President and Secretary of Cheddar's Casual Café, Inc., a Delaware corporation, ("Corporation") and that as such, has personal knowledge to the statements herein.

2. That the Corporation is the owner of Cheddar's Casual Café, Florida, LLC, a Florida limited liability company.

3. That the Affiant gives this affidavit to induce the State of Florida to register the Corporation as a foreign corporation to transact business in the State of Florida.

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RICHARD P. PAYNE

Senior Vice President and Secretary of
Cheddar's Casual Café, Inc.

Sworn and subscribed before me this 6th day of November 2012.

Notary Public

KRISTINE H. MORTON
MY COMMISSION EXPIRES
September 21, 2015

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. Cheddar's Casual Cafe, 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. DE
(State or country under the law of which it is incorporated)

3. 13-4259635
(FEI number, if applicable)

4. April 17, 2003
(Date of incorporation)

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

6. December 3, 2012
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2250 W. John Carpenter Fwy, Suite 560, Irving, TX 75063
(Principal office address)

same as above
(Current mailing address)

8. to operate full-service 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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation (City), 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.

Kimberly Baggett
Assistant Secretary
(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:

A. DIRECTORS

Chairman: Director - Gerald R. Gallagher

Address: 90 South Seventh Street

Minneapolis, MN 55402

Vice Chairman: Director - Andrew C. Taub

Address: 599 West Putnam Avenue

Greenwich, CT 06830

Director: Director - Douglas H. Rogers

Address: 4412 Fairfax Avenue

Dallas, TX 75205

Director: Director - John D. Beletic

Address: 3219 Drexel

Dallas, TX 75205

B. OFFICERS

President: Kelly C. Baltes

Address: 2250 W. John Carpenter Fwy, Suite 560

Irving, TX 75063

Vice President: Donald D. Breen

Address: 2250 W. John Carpenter Fwy, Suite 560

Irving, TX 75063

Secretary: Richard P. Payne

Address: 2250 W. John Carpenter Fwy, Suite 560, Irving, TX 75063

Treasurer: Peter Cola

Address: 2250 W. John Carpenter Fwy, Suite 560, Irving, TX 75063

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

13. Peter Cola

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Peter Cola

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

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CHEDDAR'S CASUAL CAFE, 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-FOURTH DAY OF OCTOBER, A.D. 2012.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Jeffrey W. Bullock, Secretary of State

3648895 8300

121160004

AUTHENTICATION: 9941226

DATE: 10-24-12

You may verify this certificate online at corp.delaware.gov/authver.shtml