

4/23/2013 15:43:46 From: To: 8506176381

Division of Corporations

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Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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**\*RE-SUBMIT\***

To:

Division of Corporations  
Fax Number : (850) 617-6381

Please retain original filing  
date of submission 4/18

From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

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

FOREIGN PROFIT/NONPROFIT CORPORATION  
NOODLES & COMPANY, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	607
Estimated Charge	\$70.00

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850-617-6381

4/19/2013 10:06:07 AM PAGE 1/001 Fax Server



April 19, 2013

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: NOODLES & COMPANY  
REF: W13000023022

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name must contain a word that will clearly indicate that it is a corporation. Such words include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The use of "and" OR "&" before the word COMPANY designates the word COMPANY as simple word, not a Corporate SUFFIX. Please add a Corporate suffix to the Name (ex. Company, INC., OR Company, CORP.)

If you have any further questions concerning your document, please call (850) 245-6052.

Thomas Chang  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: H13000088144  
Letter Number: 613A00009441

PLEASE NOTE: You have included an alternate name in your document that is not allowed under corporate law. If you want to do business in Florida under a different name other than the one you incorporated under, you will need to file a fictitious name application. You can find this form on our website at [www.sunbiz.org](http://www.sunbiz.org).

### COVER LETTER

TO: New Filing Section  
Division of Corporations

SUBJECT: Noodles & Company, 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:

Kim DeLuca

Name of Person

Noodles & company

Firm/Company

520 Zang St., Suite D

Address

Broomfield, CO 80021

City/State and Zip code

KDELUCA@NOODLES.COM

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

For further information concerning this matter, please call:

Kim DeLuca

Name of Person

at (720) 214-1952

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

Noodles & Company, a Delaware corporation  
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 84-1303469  
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. 12-19-2002 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 520 Zang St., Ste. D, Broomfield, CO 80021  
(Principal office address)  
520 Zang St., Ste. D, Broomfield, CO 80021  
(Current mailing address)


8. Exercise all powers & privileges conferred upon corporations  
(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 Rd.  
Plantation, Florida 33324  
(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.



James D. Martin  
Asst. Vice President

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

A. DIRECTORS *please see attached*

Chairman: \_\_\_\_\_

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

Vice Chairman: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

B. OFFICERS *please see attached*

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

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. *P. C. A. Smith* \_\_\_\_\_

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. *Paul Strasen, Executive Vice President & Secretary* \_\_\_\_\_

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

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**Noodles & Company****Officers:**

<b>Name:</b>	<b>Title</b>	<b>Address:</b>	<b>Phone</b>
Kevin Reddy	CEO	520 Zang Street, Suite D, Broomfield, CO 80021	720-214-1900
Keith Kinsey	President & COO	520 Zang Street, Suite D, Broomfield, CO 80021	720-214-1900
Paul Strasen	Executive Vice President & Secretary	520 Zang Street, Suite D, Broomfield, CO 80021	720-214-1900

**Board of Directors**

<b>Name:</b>	<b>Address:</b>	<b>Phone</b>
Kevin Reddy (Chairman)	520 Zang Street, Suite D, Broomfield, CO 80021	720-214-1900
James Rand	520 Zang Street, Suite D, Broomfield, CO 80021	720-214-1900
Keith Kinsey	520 Zang Street, Suite D, Broomfield, CO 80021	720-214-1900
Scott Dahnke	520 Zang Street, Suite D, Broomfield, CO 80021	720-214-1900
Andrew C. Taub	520 Zang Street, Suite D, Broomfield, CO 80021	720-214-1900
Stuart Frenkiel	520 Zang Street, Suite D, Broomfield, CO 80021	720-214-1900
Jim Pittman	520 Zang Street, Suite D, Broomfield, CO 80021	720-214-1900

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# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NOODLES & COMPANY" 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 JANUARY, A.D. 2013.

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

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

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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: 0162287

DATE: 01-23-13