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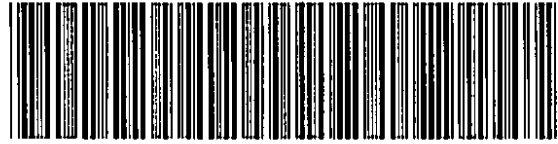
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SECRETARY OF STATE
TALLAHASSEE, FL

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: TFW-NC, LLC

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jay Wolszczak

Name of Person

First Watch Restaurants, Inc.

Firm/Company

8027 Cooper Creek Blvd., Suite 103

Address

University Park, Florida 34201

City/State and Zip Code

jwolszczak@firstwatch.com

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

For further information concerning this matter, please call:

Michael Daigle

312

9578366

at ()

Name of Contact Person

Area Code

Daytime Telephone Number

MAILING ADDRESS:

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

STREET ADDRESS:

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

Enclosed is a check for the following amount:

☒ \$125.00 Filing Fee

☐ \$130.00 Filing Fee &
Certificate of Status

☐ \$155.00 Filing Fee &
Certified Copy

☐ \$160.00 Filing Fee, Certificate
of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 3, 2018

Jay Walszczak
First Watch Restaurants, Inc.
8027 Cooper Creek Blvd., Suite 103
University Park, FL 34201

SUBJECT: TFW-NC, LLC
Ref. Number: W18000070867

We have received your document for TFW-NC, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 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) 245-6900.

Lyn Shoffstall
Bureau Chief

Letter Number: 318A00016025



VINCENT M. FRANTZ
vincent.frantz@chengcohen.com
P|312.548.0593
F|312.277.3961

August 15, 2018

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Registration Section
Attn: Lyn Shoffstall, Bureau Chief
P.O. Box 6327
Tallahassee, FL 32314

Re: Application by Foreign Limited Liability Company for Authorization to Transact
Business in Florida
Ref. Number: W18000070867

Dear Lyn Shoffstall:

In connection with TFW-NC, LLC's proposed Application by Foreign Limited Liability Company
for Authorization to Transact Business in Florida, I have enclosed the following:

1. Letter Number: 318A00016025; and
2. Certificate of Existence issued by the State of North Carolina.

Please note the State of North Carolina sent the enclosed Certificate of Existence via e-mail,
and therefore, we received the Certificate of Existence in PDF format. Should you have any questions,
please do not hesitate to contact me.

Very truly yours,

CHENG COHEN LLC

Vincent M. Frantz

Enclosures

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS
IN FLORIDA

IN COMPLIANCE WITH SECTION 605.0922, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY
COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. TFW-NC, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. North Carolina

(Jurisdiction under the law of which foreign limited liability company is organized)

3.

(FBI number, if applicable)

4. June 14, 2018

(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability.)

5. 8027 Cooper Creek Blvd., Suite 103

(Street Address of Principal Office)

University Park, FL 34201

6. 8027 Cooper Creek Blvd., Suite 103

(Mailing Address)

University Park, FL 34201

7. 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

(City)

Florida 33324

(Zip code)

Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated limited liability company 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.

Tia Baughman, Asst. Sec.
(Registered agent's signature)

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

Title or Capacity:

Name and Address:

Title or Capacity:

Name and Address:

Manager

First Watch Restaurants, Inc.

8027 Cooper Creek Blvd., 103

University Park, FL 34201

(Use attachments if necessary)

9. Attached is a certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

10. This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any 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.

Christopher Tomasso
Signature of an authorized person

Christopher Tomasso

Typed or printed name of signer

President of First Watch Restaurants, Inc.,
TFW-NC, LLC's Manager

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SECRETARY OF STATE
TALLAHASSEE, FL

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NORTH CAROLINA

Department of the Secretary of State

CERTIFICATE OF EXISTENCE (Limited Liability Company)

I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify that

TFW-NC, LLC

is a limited liability company duly formed, and existing under the laws of the State of North Carolina; having been formed on 21st day of July, 2017

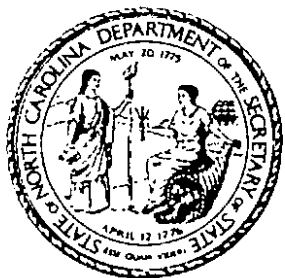
I FURTHER certify that, as of the date of this certificate, (i) the said limited liability company is not dissolved under the terms of its articles of organization, (ii) the said limited liability company's articles of organization are not suspended for failure to comply with the Revenue Act of the State of North Carolina, (iii) that said limited liability company is not administratively dissolved for failure to comply with the provisions of the North Carolina Limited Liability Company Act, (iv) that this office has not filed any decree of judicial dissolution, articles of dissolution, articles of merger, or articles of conversion for said limited liability company.

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SECRETARY OF STATE
TALLAHASSEE, FL

IN WITNESS WHEREOF, I have hereunto set
my hand and affixed my official seal at the City
of Raleigh, this 27th day of July, 2018.

Elaine F. Marshall

Secretary of State



Scan to verify online.