

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9171  
904-222-0393 FAX

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 172959 4713009

AUTHORIZATION :

*Patricia Pyzdek*

COST LIMIT : \$ 275.00

ORDER DATE : December 3, 1996

ORDER TIME : 10:22 AM

ORDER NO. : 172959-005

CUSTOMER NO: 4713009

CUSTOMER: Mr. Darrell King  
Schlotzsky's, Inc.  
200 W. Fourth St.

700002019747--4

Austin, TX 78701

FOREIGN FILINGS

NAME: SCHLOTZSKY'S, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GAIL WILLIAMS

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*2/12/4*



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

December 3, 1996

**CSC NETWORKS**

**SUBJECT: SCHLOTZSKY'S, INC.**  
**Ref. Number: W96000025204**

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document(s) in this office, however, the document is being returned for the following:

Pursuant to section 607.1502(4) or 617.1502(4), F.S., this office is required to collect a penalty of \$1000 for each year this corporation transacted business in Florida prior to qualification and the appropriate annual report fees that would have been due had the corporation qualified the year it began operation in this state.

However, the \$1000 per year penalty fee is waived, pursuant to laws of Florida 96-212, for any corporation that applies for a certificate of authority between July 1, 1996 and December 1, 1996.

The total amount due this office through December 31, 1996 to cover the back annual report(s) is \$200.00.

We are returning your check for \$1200.00, and ask that you return a check for \$270.00 - \$200 back annual report fee and \$70 filing fee.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt  
Document Examiner

Letter Number: 396A00054153

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
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. Schlotsky's, Inc.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or  
abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person  
or partnership if not so contained in the name at present.)

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

3. 74-2654208  
(FEI number, if applicable)

4. January 1, 1993  
(Date of incorporation)

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

6. May 1995  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))

7. 200 W. Fourth Street, Austin, Texas 78701

(Current mailing address)

8. Any and all lawful business for which a corporation may be incorporated  
under the Florida Business Corporation Act.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of  
Florida)

9. Name and street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee, Florida, 32301  
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

Deborah M. Skipper, As agent  
(Registered agent's signature) (Officer)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list of directors

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

Vice Chairman: See attached list of directors

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

Director: See attached list of directors

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

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

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

B. OFFICERS

President: See attached list of officers

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

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

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

Secretary: \_\_\_\_\_


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

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SECRETARY OF STATE

Treasurer: \_\_\_\_\_

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

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

13.  \_\_\_\_\_  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jeffrey J. Woolley, Senior Vice President \_\_\_\_\_  
(Typed or printed name and capacity of person signing application)

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**LIST OF OFFICERS AND DIRECTORS OF SCHLOTZSKY, INC.**

John C. Wooley  
President, CEO and Director  
200 W. Fourth Street  
Austin, Texas 78701

Bishop J. Allen  
Executive Vice President,  
Concept Development  
200 W. Fourth Street  
Austin, Texas 78701

Charles E. Harvey, Jr.  
Executive Vice President, CFO  
200 W. Fourth Street  
Austin, Texas 78701

Jeffrey J. Wooley  
Senior Vice President, General  
Counsel, Secretary and Director  
200 W. Fourth Street  
Austin, Texas 78701

Darrell W. Kolinek  
Senior Vice President,  
Franchise Services  
200 W. Fourth Street  
Austin, Texas 78701

Kelly R. Arnold  
Vice President,  
Franchise Development  
200 W. Fourth Street  
Austin, Texas 78701

Karl D. Martin  
Vice President,  
International Development  
200 W. Fourth Street  
Austin, Texas 78701

J. Gilbert McCoy  
Vice President, Purchasing  
200 W. Fourth Street  
Austin, Texas 78701

Katherine R. Touma  
Vice President, Marketing  
200 W. Fourth Street  
Austin, Texas 78701

Susan D. Vincent  
Vice President, Legal  
200 W. Fourth Street  
Austin, Texas 78701

Karen Lee  
Vice President, Creative  
200 W. Fourth Street  
Austin, Texas 78701

Joyce Cates  
Vice President,  
Corporate Administration  
200 W. Fourth Street  
Austin, Texas 78701

Monica Gill  
Controller and Treasurer  
200 W. Fourth Street  
Austin, Texas 78701

John L. Hill, Jr.  
Director  
3400 Texas Commerce Tower  
600 Travis Street  
Houston, Texas 77002

Azie Taylor Morton  
Director  
510 South Congress Avenue,  
Suite 102  
Austin, Texas 78704

Raymond Rodriguez  
Director  
1245 Waukegan Road  
P.O. Box 50  
Glenview, Illinois 60025

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TALLAHASSEE, FLORIDA



# The State of Texas

## SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that  
Articles of Incorporation  
of

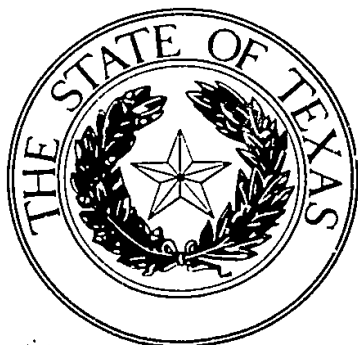
SCHLOTZSKY'S, INC.  
CHARTER NO. 1255049

were filed in this office and a certificate of incorporation was issued on

DECEMBER 30, 1992;  
(EFFECTIVE: JANUARY 1, 1993)

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and  
that the corporation is still in existence.

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TALLAHASSEE, FLORIDA



IN TESTIMONY WHEREOF, I have hereunto  
signed my name officially and caused to be  
impressed hereon the Seal of State at my office in  
the City of Austin, on November 22, 1996.

*Antonio O. Garza, Jr.*

Antonio O. Garza, Jr.  
Secretary of State

DAE