

1109000000917

(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



100144399381

RECEIVED  
09 MAR -4 AM 10:41  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
09 MAR -4 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. BRUCE

MAR 6 2009

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 912619 5028052

AUTHORIZATION

COST LIMIT : \$ 130.00

*[Handwritten signature]*

ORDER DATE : March 4, 2009

ORDER TIME : 10:14 AM.

ORDER NO. : 912619-005

CUSTOMER NO: 5028052

**RESUBMIT**

Please give original  
submission date as file date.

FOREIGN FILINGS

NAME: WENDY'S INTERNATIONAL  
HOLDINGS, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY.  
XX        PLAIN STAMPED COPY  
XX        CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Doreen Wallace -- EXT# 2928

EXAMINER: \_\_\_\_\_

**FILED**  
09 MAR -4 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 4, 2009

DOREEN WALLACE  
CSC  
TALLAHASSEE, FL

SUBJECT: WENDY'S INTERNATIONAL HOLDINGS, LLC  
Ref. Number: W09000010324

We have received your document for WENDY'S INTERNATIONAL HOLDINGS, LLC and the authorization to debit your account in the amount of \$130.00. However, the document has not been filed and is being returned for the following:

In addition to the address in Item 9, you must please list the NAMES of the company's MANAGERS or MANAGING MEMBERS.

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) 245-6914.

Buck Kohr  
Regulatory Specialist II

Letter Number: 609A00007509

FILED  
09 MAR -4 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN  
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Wendy's International Holdings, 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 and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware

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

3. 26-4329303

(FEI number, if applicable)

4. October 17, 2008

(Date of Organization)

5. perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. upon qualification

(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 1155 Perimeter Center West, Suite 1200

Atlanta, GA 30338

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

Nills H. Okeson 1155 Perimeter Center West, Suite 1200, Atlanta, GA 30338

Stephen E. Hare 1155 Perimeter Center West, Suite 1200, Atlanta, GA 30338

10. Attached is an original 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. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: payroll entity

Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Nills H. Okeson

Typed or printed name of signee

FILED  
09 MAR -4 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Wendy's International Holdings, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box: **NOT** ACCEPTABLE)

Tallahassee

FL 32301

City/State/Zip

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

09 MAR -4 PM 12:14

FILED

*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 certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.*

Corporation Service Company

BY: Doreen Wallace

(Signature)

**Doreen Wallace**  
**Assistant Vice President**

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WENDY'S INTERNATIONAL HOLDINGS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF MARCH, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WENDY'S INTERNATIONAL HOLDINGS, LLC" WAS FORMED ON THE SEVENTEENTH DAY OF OCTOBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED

09 MAR -4 PM 12:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4612877 8300

090234351



Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7165422

DATE: 03-04-09

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)