

M 1100000 6048

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

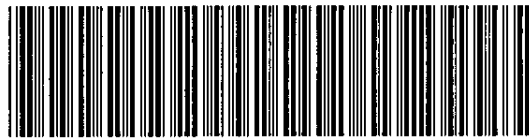
Special Instructions to Filing Officer:

Office Use Only

B. KOHR

DEC 2 2011

EXAMINER



400213100534

RECEIVED

11 DEC -2 AM 10:47

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 DEC -2 PM 3:44



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 010643 4301763

AUTHORIZATION :

COST LIMIT : \$ 130.00

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
11 DEC -2 PM 3:44

ORDER DATE : December 1, 2011

ORDER TIME : 4:35 PM

ORDER NO. : 010643-015

CUSTOMER NO: 4301763

FOREIGN FILINGS

NAME: PERKINS & MARIE CALLENDER'S
LLC

XXXX QUALIFICATION (TYPE: LL)

***PLEASE FILE AFTER WITHDRAWAL OF PERKINS & MARIE
CALLENDER'S, INC. THIS WAS SUBMITTED VIA FAX THIS MORNING.
FAX AUDIT #H11000282767-3. THANK YOU***

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Becky Peirce -- EXT# 2919

EXAMINER: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Perkins & Marie Callender's, 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:

Andy Whiteley

Name of Person

Perkins & Marie Callender's, LLC

Firm/Company

6075 Poplar Avenue, Suite 800

Address

Memphis, TN 38119

City/State and Zip Code

andy.whiteley@prkmc.com

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

For further information concerning this matter, please call:

Andy Whiteley

Name of Person

at (901)

766-6479

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

FILED STATE
SECRETARY OF CORPORATIONS
11 DEC -2 PM 3:45

**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. Perkins & Marie Callender's, 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. _____

(FEI number, if applicable)

4. 10/31/1985

(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. 6075 Poplar Avenue, Suite 800

Memphis, TN 38119

(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:

James K. Beltz: 6075 Poplar Avenue, Suite 800, Memphis, TN 38119

Joseph F. Trungale: 6075 Poplar Avenue, Suite 800, Memphis, TN 38119

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: _____

The ownership, operation and franchising of family dining restaurants under the "Perkins Restaurant & Bakery" brand.


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. 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.)

Joseph F. Trungale

Typed or printed name of signee

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
11 DEC -2 PM 3 45

**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:

Perkins & Marie Callender's, LLC

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

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

C T Corporation System

(Name)

1200 South Pine Island Road

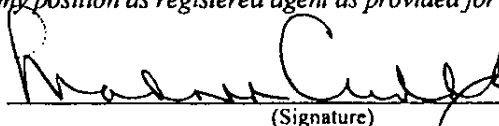
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Plantation

FL 33324

City/State/Zip

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.



(Signature)

**Madonna Cuddihy
Special Assistant Secretary**

\$ 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 THAT "PERKINS & MARIE CALLENDER'S, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR REVOKED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE THIRTY-FIRST DAY OF OCTOBER, A.D. 1985, AT 9 O'CLOCK A.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE EIGHTEENTH DAY OF MARCH, A.D. 1986, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-SIXTH DAY OF JULY, A.D. 1989, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "TENNESSEE RESTAURANT COMPANY" TO "THE RESTAURANT COMPANY", FILED THE SECOND DAY OF JUNE, A.D. 1994, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE FOURTEENTH DAY OF DECEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

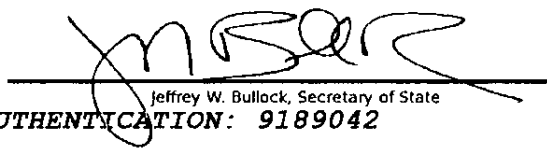
CERTIFICATE OF MERGER, FILED THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1999, AT 3:30 O'CLOCK P.M.

2074711 8310

111241268

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9189042

DATE: 11-30-11

Delaware

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The First State

CERTIFICATE OF MERGER, FILED THE TWENTY-FIRST DAY OF
SEPTEMBER, A.D. 2005, AT 5:31 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "THE
RESTAURANT COMPANY" TO "PERKINS & MARIE CALLENDER'S INC.", FILED
THE SEVENTH DAY OF AUGUST, A.D. 2006, AT 12:37 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE FIRST DAY OF FEBRUARY, A.D.
2007, AT 6:19 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE THIRTIETH DAY OF NOVEMBER,
A.D. 2011, AT 1:01 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE THIRTIETH DAY OF NOVEMBER,
A.D. 2011, AT 1:02 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE THIRTIETH DAY OF
NOVEMBER, A.D. 2011, AT 1:03 O'CLOCK P.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "PERKINS &
MARIE CALLENDER'S INC." TO "PERKINS & MARIE CALLENDER'S, LLC",
FILED THE THIRTIETH DAY OF NOVEMBER, A.D. 2011, AT 1:04 O'CLOCK
P.M.

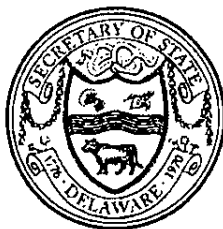
CERTIFICATE OF FORMATION, FILED THE THIRTIETH DAY OF
NOVEMBER, A.D. 2011, AT 1:04 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9189042

DATE: 11-30-11

Delaware

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The First State

CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID LIMITED LIABILITY COMPANY, "PERKINS & MARIE
CALLENDER'S, LLC".

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


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

2074711 8310

111241268

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9189042

DATE: 11-30-11