

JAMES A. HARTMAN, P.A.

ATTORNEYS AT LAW  
A PROFESSIONAL ASSOCIATION

P0000000 728 43

July 24, 2000

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

FILED  
00 JUL 27 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Potbelly's, Inc.

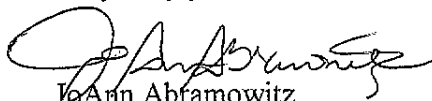
Dear Sir/Madam:

Enclosed please find one (1) original and one (1) photocopy of the Articles of incorporation for Potbelly's, Inc., together with a check in the amount of \$70.00 as payment of the filing fee and registered agent designation fee.

Please return the photocopy stamped with the filing information to the undersigned in the self-addressed, stamped envelope enclosed for your convenience.

Thank you for your attention in this matter. If you have any questions or need any additional information please feel free to contact me at (407) 445-7235 ext.1245.

Very truly yours,



JoAnn Abramowitz  
Paralegal

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Enc.

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**ARTICLES OF INCORPORATION**  
**OF**  
**POTBELLY'S, INC.**

FILED  
00 JUL 27 AM 9:33  
STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I**

**Name and Address**

The name of this Corporation shall be POTBELLY'S, INC. and its physical and mailing address shall be 9439 Forest City Road, Altamonte Springs, Florida 32714-1512.

**ARTICLE II**

**Commencement of Corporate Existence**

This Corporation shall commence corporate existence upon the filing of these Articles, and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III**

**Purposes and General Powers**

The purposes of this Corporation shall be to engage in any and all lawful activities permitted under the Florida General Corporation Act, as the same now exists and as hereafter amended.

**ARTICLE IV**

**Capital Stock**

1. Number and Class of Shares Authorized; Par Value. The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$1.00	Common

The consideration for all of the above stock shall be payable in cash, property (tangible and intangible), labor or services in lieu of cash, (at a just valuation to be fixed by the Board of Directors of the Corporation).

2. Voting Rights. The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. Preemptive Rights. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

## ARTICLE V

### Initial Registered Office and Agent

The initial registered office of this Corporation shall be located at, and the initial registered agent of the Corporation shall be James A. Hartman, 9439 Forest City Road, Altamonte Springs, Florida 32714-1512.

## ARTICLE VI

### Initial Board of Directors

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the Corporation's bylaws. The names and street addresses of the initial directors of this Corporation are:

James A. Hartman  
9439 Forest City Road  
Altamonte Springs, FL 32714-1512.

Directors may be removed with or without cause.

## ARTICLE VII

### Incorporator

The name and street address of the person signing these Articles as Incorporator is: James A. Hartman, 9439 Forest City Road, Altamonte Springs, Florida 32714-1512.

## ARTICLE VIII

### Bylaws

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors.

## ARTICLE IX

### Indemnification

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

## ARTICLE X

### Conflicts of Interest

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

## ARTICLE XI

### Limited Liability of Shareholders

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

## ARTICLE XII

### Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

## ARTICLE XIII

### Headings and Captions

The headings and captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned being the incorporator hereinbefore named, for the purpose of forming a corporation under and pursuant to the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto sets his hand and seal this 24<sup>th</sup> day of July, 2000.

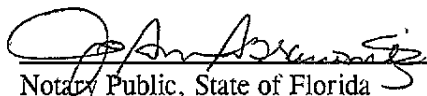
  
James A. Hartman

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before this 24<sup>th</sup> day of July, 2000, by JAMES A. HARTMAN, as Incorporator of POTBELLY'S, INC., on behalf of said corporation. He is personally known to me and did not take an oath.



JoAnn Abramowitz  
My Commission CC912058  
Expires May 28, 2004

  
Notary Public, State of Florida  
Print Name: JoAnn Abramowitz  
Commission # CC 912058  
My Commission Expires: 5/28/04

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

POTBELLY'S, INC.

desiring to organize as a corporation under the laws of the State of Florida with its registered office at

9439 Forest City Road, Altamonte Springs, Florida 32714-1512

has named and designated

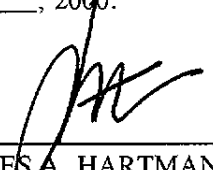
James A. Hartman

as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

DATED this 24<sup>th</sup> day of July, 2000.

  
\_\_\_\_\_  
JAMES A. HARTMAN  
Registered Agent

FILED  
00 JUL 27 AM 9:33  
TALLAHASSEE, FLORIDA