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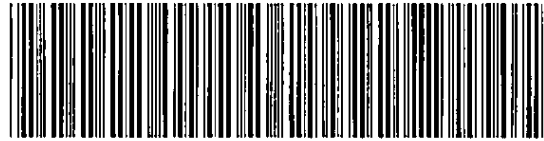
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CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312
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Date: 12/09/2022

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Name:	First Watch Restaurants, Inc.
Document #:	
Order #:	14669043 - 4

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
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Amount: \$ 128.75

Thank you!

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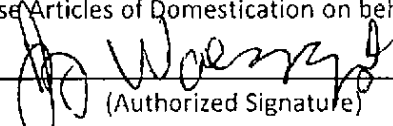
Articles of Domestication
Foreign Corporation Domesticating to Florida

The undersigned, Jay Wolszczak Chief Legal Officer, General Counsel, and Secretary
(Name) (Title)

of First Watch Restaurants, Inc., a foreign
corporation, in accordance with s. 607.11922, Florida Statutes, submit these Articles of
Domestication.

1. Then name of the domesticating corporation is _____
(Foreign Corporation)
First Watch Restaurants, Inc.
2. The jurisdiction and date of its formation is Delaware, October 20, 1994
3. The name of the domesticated corporation is _____
First Watch Restaurants, Inc.
4. The jurisdiction of formation of the domesticated corporation is **Florida**
5. The domestication corporation is a foreign corporation and the domestication was
approved in accordance with its organic law.
6. Attached are Florida Articles of Incorporation to complete the domestication
requirements pursuant to s.607.0202, F.S.

I certify I am authorized to sign these Articles of Domestication on behalf of the corporation.


(Authorized Signature)

FILED
CLERK OF SUPERIOR
COURT OF FLORIDA
JAN-9 PM 11:03

ARTICLES OF INCORPORATION
OF
FIRST WATCH RESTAURANTS, INC.

ARTICLE I - Name and Duration

The name of the corporation is First Watch Restaurants, Inc. (the "Corporation"). The duration of the Corporation is perpetual.

ARTICLE II – Effective Date

The effective date and time of these Articles of Incorporation shall be the date and time that these Articles of Incorporation are filed with Florida Department of State, Division of Corporations.

ARTICLE III- Principal Office and Mailing Address

The street and mailing address of the principal office of the Corporation is 8725 Pendery Place, Ste 201, Bradenton, Florida 34201.

ARTICLE IV- Registered Office and Agent

The street address of the registered office in the State of Florida is 1200 South Pine Island Rd., Plantation, Florida. The name of the registered agent at such address is CT Corporation System.

ARTICLE V- Corporate Purposes, Powers and Rights

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act as it now exists or may hereafter be amended or supplemented. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE VI- Shares

The Corporation is authorized to issue three classes of stock, to be designated Class A Voting Common Stock, \$0.0001 par value per share ("Class A Voting Common Stock"), Class B Non-Voting Common Stock, \$0.0001 par value per share ("Class B Non-Voting Common Stock" and, together with the Class A Voting Common Stock, the "Common Stock"), and Series A Preferred Stock, \$0.0001 par value per share ("Series A Preferred Stock"). The total number of

shares of Class A Voting Common Stock authorized is 100,000, each having a par value of \$0.0001; the total number of shares of Class B Non-Voting Common Stock authorized is 100, each having a par value of \$0.0001; and the total number of shares of Series A Preferred Stock authorized is 100, each having a par value of \$0.0001.

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

A. CLASS A VOTING COMMON STOCK AND CLASS B NON-VOTING COMMON STOCK

1. Voting.

1.1 Class A Voting Common Stock. The holders of the Class A Voting Common Stock are entitled to one vote for each share of Class A Voting Common Stock held at all meetings of shareholders (and written actions in lieu of meetings).

1.2 Class B Non-Voting Common Stock. The Class B Non-Voting Common Stock shall be non-voting and the holders thereof shall have no voting rights, except as may be required by the Florida Business Corporation Act.

2. Dividends. The Class A Voting Common Stock and the Class B Non-Voting Common Stock shall have no dividend rights.

3. Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, simultaneously with the payment of liquidation amounts available and payable to the holders of Series A Preferred Stock, the holders of shares of Common Stock shall receive \$0.0001 per share out of liquidation amounts available therefor.

4. Restrictions on Transferability; Right of First Refusal. No holder of any of the shares of Class B Non-Voting Common Stock may sell, transfer, assign, pledge, hypothecate, or otherwise dispose of or encumber any of the shares of the Class B Non-Voting Common Stock or any right or interest therein, whether voluntarily or by operation of law, or by gift or otherwise (each, a "Transfer") without the prior written consent and upon duly authorized action of the holders of a majority of the outstanding Class A Voting Common Stock (the "Majority Class A Holders"). If a shareholder desires to Transfer all (or any part) of its Class B Non-Voting Common Stock, the shareholder shall first give written notice to the Corporation and the holders of the outstanding Class A Voting Common Stock. The notice must name the proposed transferee and state the number of shares to be transferred, the proposed consideration, and all other terms and conditions of the proposed Transfer. The Corporation shall redeem all of the Class B Non-Voting Common Stock that such shareholder desires to Transfer, at par value, if approved by the Majority Class A Holders.

5. Call Right. Upon approval by the Majority Class A Holders, the Corporation shall redeem any or all outstanding shares of Class B Non-Voting Common Stock owned by a holder thereof at par value.

6. Redemption. Upon approval by the Majority Class A Holders of a redemption pursuant to A.4. or A.5. above, the Corporation shall provide written notice of the redemption to the holder of the Class B Non-Voting Common Stock to be redeemed and the stock power to be executed by such holder to effect the redemption. Such holder shall execute and return the stock power to the Corporation within one (1) business day of receipt. Upon receipt of the executed stock power, the Corporation shall tender the purchase price for the redeemed shares to the holder.

B. SERIES A PREFERRED STOCK

1. Voting. The Series A Preferred Stock shall be non-voting and the holders thereof shall have no voting rights, except as may be required by the Florida Business Corporation Act.

2. Dividends. The holders of Series A Preferred Stock shall have the right to receive dividends from the Corporation as and when declared by the Corporation's Board of Directors.

3. Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, simultaneously with the payment in full of liquidation amounts required to be paid to the holders of Common Stock, the remaining assets of the Corporation available for distribution to its shareholders shall be distributed among the holders of shares of Series A Preferred Stock, pro rata based on the number of shares held by each such holder.

ARTICLE VII Board of Directors

The Board of Directors of the Corporation shall initially consist of two (2) members. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the bylaws; provided, however, there shall never be less than (1) one.

ARTICLE VIII – Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX - Bylaws

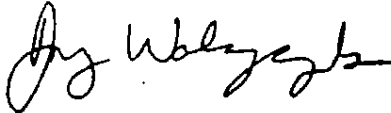
The bylaws shall be adopted by the Corporation's Board of Directors and may be amended, altered, or repealed as provided in the bylaws.

FILED
SEC. 107.01
DIVISION OF CORPORATIONS
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ARTICLE X – Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, pursuant to and in accordance with the Corporation's bylaws.

I submit these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.



Jay Wolszczak, Chief Legal Officer, General
Counsel and Secretary

Dated: December 9, 2022

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2022-12-09 PM 1:01

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for First Watch Restaurants, Inc., at the place designated in the foregoing Articles of Incorporation, the undersigned is hereby familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

DATED: December 09, 2022.

CT Corporation System

By: Laura Broderick
Print Name: Laura Broderick
Its: Assistant Secretary

REC-9 PM11:03
DIVISION OF CONSUMER PROTECTION
STATE OF CONNECTICUT