

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED  
Jan 21 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P30237** (2)  
1. Corporation Name  
**O'CHARLEY'S INC.**



Principal Place of Business <b>O'CHARLEY'S INC. 3038 SIDCO DRIVE NASHVILLE TN 37204 US</b>	Mailing Address <b>O'CHARLEY'S INC. 3038 SIDCO DRIVE NASHVILLE TN 37204 US</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>07/23/1990</b>	
21		26		4. FEI Number <b>62-1192475</b>	Applied For <input type="checkbox"/> Not Applicable
22 Suite, Apt. #, etc.		27 Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
23 City & State		28 City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
24 Zip	25 Country	29 Zip	30 Country	8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent <b>CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324</b>		10. Name and Address of New Registered Agent	
		81 Name	
		82 Street Address (P.O. Box Number is Not Acceptable)	
		83	
		84 City	85 Zip Code <b>FL</b>

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEOP	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>BURNS, GREGORY L</b>	1.2 NAME	
STREET ADDRESS	<b>3038 SIDCO DR.</b>	1.3 STREET ADDRESS	
CITY-ST-ZIP	<b>NASHVILLE TN</b>	1.4 CITY-ST-ZIP	
TITLE	VP	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>HISLOP, STEVEN J.</b>	2.2 NAME	
STREET ADDRESS	<b>3038 SIDCO DR</b>	2.3 STREET ADDRESS	
CITY-ST-ZIP	<b>NASHVILLE TN</b>	2.4 CITY-ST-ZIP	
TITLE	CFOS	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>FITZHUGH, A. CHADWELL</b>	3.2 NAME	
STREET ADDRESS	<b>3038 SIDCO DR.</b>	3.3 STREET ADDRESS	
CITY-ST-ZIP	<b>NASHVILLE TN</b>	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>WACHTEL, DAVID K</b>	4.2 NAME	
STREET ADDRESS	<b>1828 LONG HOLLOW RK.</b>	4.3 STREET ADDRESS	
CITY-ST-ZIP	<b>GALLATIN TN</b>	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>STOKES, JOHN W., JR.</b>	5.2 NAME	
STREET ADDRESS	<b>50 FRONT ST., 21ST FL</b>	5.3 STREET ADDRESS	
CITY-ST-ZIP	<b>MEMPHIS TN</b>	5.4 CITY-ST-ZIP	
TITLE	D	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>REISS, RICHARD, JR.</b>	6.2 NAME	
STREET ADDRESS	<b>1114 AVE. OF AMERICAS</b>	6.3 STREET ADDRESS	
CITY-ST-ZIP	<b>NEW YORK NY</b>	6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

*David W. Wachtel*

1-07-98 1615 256-8510

CR2E034 (10/97)

# *Charley's Inc.*

## BOARD OF DIRECTORS

MR JOHN W STOKES  
MORGAN KEEGAN  
50 N FRONT STREET, SUITE 2100  
MEMPHIS TN 38103

MR NICK SPIVA  
SPIVA-HILL INVESTMENTS  
4121 HILLSBORO ROAD, SUITE  
302  
NASHVILLE TN 37215

MR STEVE TIDWELL  
SPFS  
1309 BRIARVILLE ROAD  
MADISON TN 37115

DR C WARREN NEEL  
716 STOKELY MANAGEMENT  
CENTER  
THE UNIVERSITY OF TENNESSEE  
KNOXVILLE TN 37996-0570

MR RICHARD REISS  
CUMBERLAND ASSOCIATES  
1114 AVENUE OF THE AMERICAS  
NEW YORK NY 10036

MR SAMUEL H HOWARD  
PHOENIX HEALTHCARE  
3401 WEST END AVE. SUITE 470  
NASHVILLE, TN 37203-1069

MS. SHIRLEY ZEITLIN  
SHIRLEY ZEITLIN REALTORS  
4301 HILLSBORO ROAD  
SUITE 1000  
NASHVILLE TN 37215