

# 2005 FOR PROFIT CORPORATION ANNUAL REPORT

**FILED**  
**Feb 01, 2005 8:00 am**  
**Secretary of State**

02-01-2005 90026 016 \*\*\*150.00

40010285



<b>DOCUMENT # P32546</b> 1. Entity Name <b>FAZOLI'S RESTAURANTS, INC.</b>					
Principal Place of Business <b>2470 PALUMBO DRIVE LEXINGTON, KY 40509-1117</b>			Mailing Address <b>2470 PALUMBO DRIVE LEXINGTON, KY 40509-1117</b>		
2. Principal Place of Business  Suite, Apt. #, etc.		3. Mailing Address  Suite, Apt. #, etc.			
City & State		City & State		4. FEI Number <b>61-1180070</b>	
Zip		Country		5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
6. Name and Address of Current Registered Agent  <b>NRAI SERVICES, INC. 526 E. PARK AVENUE TALLAHASSEE, FL 32301</b>				7. Name and Address of New Registered Agent  Name Street Address (P.O. Box Number is Not Acceptable) City	
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.				Signature _____ DATE _____ <small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)</small>	
<b>FILE NOW!!! FEE IS \$150.00 After May 1, 2005 Fee will be \$550.00</b>		9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>			
<b>10. OFFICERS AND DIRECTORS</b>			<b>11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11</b>		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP FINE, REBECCA 2470 PALUMBO DRIVE LEXINGTON, KY	<input checked="" type="checkbox"/> Delete		TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP Lippert, Greg 2470 Palumbo Drive Lexington, KY 40509
<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition			
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VPD SMITH, DAVID 2470 PALUMBO DRIVE LEXINGTON, KY	<input type="checkbox"/> Delete		TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP Craig, Dave 2470 Palumbo Drive Lexington, KY 40509
<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition			
TITLE NAME STREET ADDRESS CITY-ST-ZIP	P TOYODA, KUNI 2470 PALUMBO DRIVE LEXINGTON, KY	<input type="checkbox"/> Delete		TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP Bennson, Dennis 2470 Palumbo Drive
<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition			
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP ALBRITTON, WAYNE M 2470 PALUMBO DRIVE LEXINGTON, KY 40509	<input checked="" type="checkbox"/> Delete		TITLE NAME STREET ADDRESS CITY-ST-ZIP	Nelson, Sam 2470 Palumbo Drive
<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition			
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VPGC MOORE, M E 2470 PALUMBO DR LEXINGTON, KY	<input type="checkbox"/> Delete		TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP Byler, David 2470 Palumbo Drive
<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition			
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP WATKINS, KATHRYN 2470 PALUMBO DR LEXINGTON, KY 40509	<input type="checkbox"/> Delete		TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP Louisgnont, Charles 2470 Palumbo Drive
<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition			
12. 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 report or supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.					
<b>SIGNATURE:</b> <i>David Smith</i> <b>David Smith</b> <b>01/06/2005</b> <b>(859) 825-6277</b> <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #</small>					

# ATTACHMENT

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# P32546

## FAZOLI'S RESTAURANTS, INC.

A Kentucky Corporation, incorporated on 04-24-90

2470 Palumbo Drive

Lexington, Kentucky 40509

November 29, 2004

### NAME

### OFFICE

Kuni Toyoda ✓	President, Chief Executive Officer and Chairman of the Board
Greg Lippert ✓	Vice President, Marketing and Chief Concept Officer
David Smith ✓	Vice President, Finance and Chief Financial Officer
M. Elizabeth Moore ✓	Vice President, Chief Franchise Officer, General Counsel and Secretary
Dave Craig ✓	Vice President, Human Resources
Dennis Benson ✓	Vice President, Operations
Sam P. Nelson ✓	Vice President, Franchise Development and Relations
David Byler ✓	Vice President, Development
Charles Lousignont	Vice President, Purchasing, Administration and Quality Assurance
Kathryn Watkins ✓	Vice President, Organizational Learning and Communications
Floyd Goldberg	Vice President, Information Technology
Pamela B. Sargent	Assistant Secretary

### Directors

Kuni Toyoda

David Smith

Greg Lippert

### Sole Shareholder

Seed Restaurant Group, Inc.