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TRANSMITTAL LETTER

FILED

97 APR 11 PM 2:09

SECRET
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

400002140284
-04/11/97--01035--020
*****78.75 *****78.75

SUBJECT: POTBELLY'S, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: WILEY HORTON
Name (Printed or typed)

P.O. DRAWER 840
Address

TALLAHASSEE, FL 32302
City, State & Zip

904-224-4700
Daytime Telephone number

RECEIVED
97 APR 11 AM 10:45
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MAIL-OUT

K.R. APR 11 1997

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF

POTBELLY'S, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 607 of the Florida Statutes, the undersigned, being natural persons, do hereby act as incorporators in adopting and filing the following articles of incorporation for the purpose of organizing a corporation.

ARTICLE I

The name of the corporation ("Corporation") is **POTBELLY'S, INC.**

ARTICLE II

The existence of the corporation shall begin on the date these Articles are filed with the Department of State, and shall continue perpetually.

ARTICLE III

The street address of the principal office of the Corporation is 459 West College Avenue, Tallahassee, Florida 32301.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is two hundred (200), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is Booth & Horton, 522 E. Park Ave., Tallahassee, Florida 32301. The initial registered agent for the Corporation at that address is Wiley Horton, Esq.

ARTICLE VI

The initial board of directors shall consist of two (2) members. The names and addresses of the persons who will serve on the initial board of directors are:

Daniel Wayne Gilbertson
459 W. College Ave.
Tallahassee, FL 32301

Jay Jackson Burleson
176 Sugar Plum Dr.
Tallahassee, FL 32312

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Daniel Wayne Gilbertson
459 W. College Ave.
Tallahassee, FL 32301

Jay Jackson Burleson
176 Sugar Plum Dr.
Tallahassee, FL 32312

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE IX

The corporation has been organized for the purpose of transacting any or all lawful business.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation this 10th day of April, 1997.



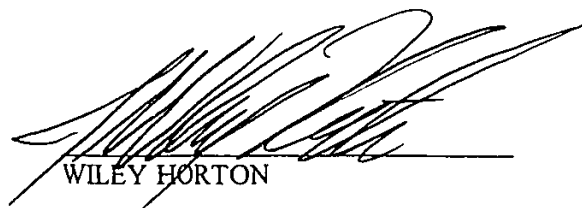
DANIEL WAYNE GILBERTSON



JAY JACKSON BURLESON

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for POTBELLIE'S, INC., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.051(3). Dated this 10TH day of APRIL, 1997.


WILEY HORTON

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TALLAHASSEE STATE
FIDELITY & SECURITY ASSURANCE