

**Commonwealth of Kentucky**  
**Alison Lundergan Grimes, Secretary of State**

L902

0838404.06  
Alison Lundergan Grimes  
Secretary of State  
Received and Filed  
9/18/2012 12:00:00 AM  
Fee receipt: \$90.00

Alison Lundergan Grimes  
Secretary of State  
P. O. Box 718  
Frankfort, KY 40602-0718  
(502) 564-3490  
<http://www.sos.ky.gov>

**Certificate of Authority**  
**Foreign Business Entity**

**FBE**

Pursuant to the provisions of KRS Chapter 14A and KRS Chapter 275 the undersigned hereby applies for authority to transact business in Kentucky on behalf of the entity named below and, for that purpose, submits the following statements:

1. The entity is a limited liability company.
2. The name of the entity is **Perkins & Marie Callender's, LLC**.
3. The state or country under whose law the entity is organized is **Delaware**.
4. The date of organization is **11/30/2011**.
5. The mailing address of the entity's principal office is **6075 Poplar Ave., Ste. 800, Memphis, TN 38119**.
6. The street address of the entity's registered office in Kentucky is **306 West Main Street, Suite 512, Frankfort, KY 40601** and the name of the registered agent in that office is **CT Corporation**.
7. The names and business addresses of the entity's representatives:

Karen Young	6075 Poplar Ave., Memphis, Tennessee 38119
Jeffrey Warne	6075 Poplar Ave., Memphis, Tennessee 38119
8. I certify that, as of the date of filing of this application, the above-named entity validly exists under the laws of the jurisdiction of its formation.
9. This application will be effective on filing.

Signature of Authorized Representative:  
Karen Young

I, **CT Corporation**, consent to serve as the Registered Agent on behalf of the business entity.

Signature of Registered Agent or individual signing on behalf of the company serving as Registered Agent:

Lauren Johnson