

# UNOFFICIAL COPY

File Number 5446-988-8

86603334

## SEAL OF THE STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE



Property of Cook County Clerk's Office

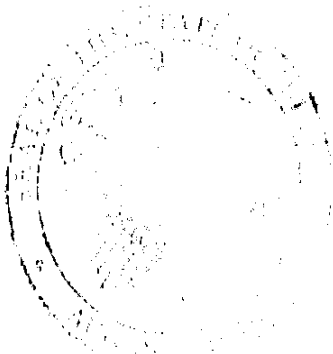
**Whereas,** ARTICLES OF INCORPORATION OF  
MR. NOODLES, INC.  
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN  
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE  
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

86603334

*Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.*

**In Testimony Whereof,** I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois.

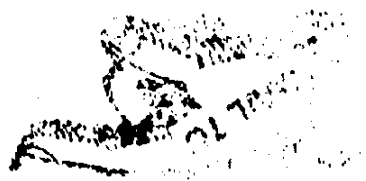
at the city of Springfield, this 8TH  
day of DECEMBER AD 19 86 and  
of the Independence of the United States  
the two hundred and 11TH



*Jim Edgar*  
SECRETARY OF STATE

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Dr. I. Shapiro / Kamelina, Kodina  
20 N. Wacker Dr  
Chicago, IL 60606  
1/18/2017

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BCA-2.10 (Rev. Jul. 1984)

File #

Submit in Duplicate

JIM EDGAR  
Secretary of State  
State of Illinois

| This Space For Use By<br>Secretary of State |          |
|---|----------|
| Date  | 12-8-86  |
| License Fee                                 | \$ .50   |
| Franchise Tax                               | \$ 25.00 |
| Filing Fee                                  | \$ 75.00 |
| Clerk                                       | m 100.50 |

Payment must be made by Certified Check, Cashiers' Check or a Money Order, payable to "Secretary of State".  
**DO NOT SEND CASH!**

## ARTICLES OF INCORPORATION

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned incorporator(s) hereby adopt the following Articles of Incorporation.

**ARTICLE ONE** The name of the corporation is MR. NOODLES, INC.  
(Shall contain the word "corporation", "company", "incorporated",  
"limited", or an abbreviation thereof)

**ARTICLE TWO** The name and address of the initial registered agent and its registered office are:

Registered Agent ROY MANN  
First Name Middle Name Last Name

Registered Office 5956 West Higgins  
Number Street Suite # (A P.O. Box alone is not acceptable)

Chicago, 60630  
City Zip Code Cook  
County

**ARTICLE THREE** The purpose or purposes for which the corporation is organized are:  
If not sufficient space to cover this point, add one or more sheets of this size.

To construct, own, buy, sell, lease, equip and operate restaurants; to acquire, distribute, buy sell, lease, trade or deal in and with all types of goods, wares and merchandise convenient, desirable or necessary in the conduct or operation of the foregoing; to acquire, remodel, alter, use, convey and otherwise dispose of and deal in real property or any interest therein.

**ARTICLE FOUR** Paragraph 1: The authorized shares shall be:

| Class  | *Par Value per share | Number of shares authorized |
|--------|----------------------|-----------------------------|
| Common | No par value         | 10,000                      |

Paragraph 2: The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are:  
If not sufficient space to cover this point, add one or more sheets of this size.

**ARTICLE FIVE** The number of shares to be issued initially, and the consideration to be received by the corporation therefor, are:

| Class  | *Par Value per share | Number of shares proposed to be issued | Consideration to be received therefor |
|--------|----------------------|--|---------------------------------------|
| Common | No par value         | 1,000                                  | \$ 1,000                              |
|        |                      |  | \$                                    |
|        |                      |  | \$                                    |
| TOTAL  |                      |  | \$ 1,000                              |

\*A declaration as to a "par value" is optional. This space may be marked "n/a" when no reference to a par value is desired.

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Form SCA-2.10

File No.

ARTICLES OF INCORPORATION

FILED

DEC - 8 1986

JIM EDGAR  
SECRETARY OF STATE

The following fees are required to be paid at the time of issuing the Certificate of Incorporation: FILING FEE \$75.00; INITIAL LICENSE FEE of 1/20th of 1% of the consideration to be received for initial issued shares (see Art. 5); MINIMUM \$50; INITIAL FRANCHISE TAX of 1/10th of 1% of the consideration to be received for initial issued shares (see Art. 5); MINIMUM \$25.00.

EXAMPLES OF TOTAL DUE

| Consideration to be Received | TOTAL DUE |
|------------------------------|-----------|
| up to \$1,000                | \$100.50  |
| \$ 5,000                     | \$22.50   |
| \$ 10,000                    | \$108.00  |
| \$ 25,000                    | \$112.50  |
| \$ 50,000                    | \$150.00  |
| \$100,000                    | \$225.00  |

\*Includes Filing Fee, License Fee + Franchise Tax

RETURN TO:

Corporation Department  
Secretary of State  
Springfield, Illinois- 62756  
Telephone (217) 782-6961

C-1628

NOTE: If a corporation acts as incorporator, the name of the corporation and the state of its incorporation shall be shown and the execution shall be by its President or Vice-President and verified by him, and attested by its Secretary or an Assistant Secretary.

(Signatures must be in ink on original document. Carbon copy, xerox or rubber stamp signature may only be used on conformed copies)



1. \_\_\_\_\_  
Signature and Name  
Judith Rydygier  
Signature  
Judith Rydygier  
Name (please print)  
\_\_\_\_\_  
Signature  
\_\_\_\_\_  
Name (please print)  
\_\_\_\_\_  
Signature  
\_\_\_\_\_  
Name (please print)

Dated December 3, 1986

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

NAMES & ADDRESSES OF INCORPORATORS

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing pre-emptive rights; denying cumulative voting; regulating internal affairs; voting majority requirements; fixing a duration other than perpetual; etc.

ARTICLE EIGHT OTHER PROVISIONS

(a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ \_\_\_\_\_

(b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ \_\_\_\_\_

(c) It is estimated that the gross amount of business which will be transacted by the corporation during the following year will be: \$ \_\_\_\_\_

(d) It is estimated that the gross amount of business which will be transacted from places of business in the State of Illinois during the following year will be: \$ \_\_\_\_\_

ARTICLE SEVEN OPTIONAL

Name: JUDITH RYDYGIER  
Residential Address: 20 North Wacker Drive Chicago, Illinois 60606

ARTICLE SIX OPTIONAL

The number of directors constituting the initial board of directors of the corporation is 1 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

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