

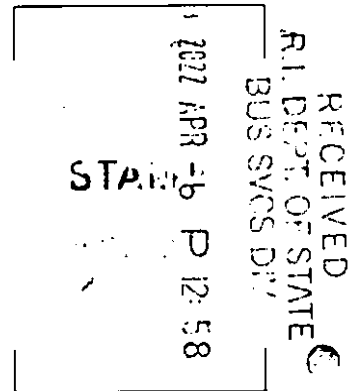


State of Rhode Island

Department of State - Business Services Division

## Application for Transfer of Authority

FOREIGN Business Corporation, Limited Partnership,  
Limited Liability Company, Limited Liability Partnership or  
Non-Profit Corporation



Pursuant to the applicable provisions of RIGL Title 7, the undersigned duly qualified foreign entity submits the following application for the purpose of transferring its authority to conduct business in the State of Rhode Island to

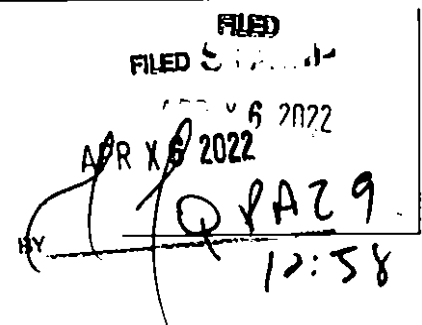
1. Entity ID Number: 001711598	2. The full name of the entity filing this application is: Firehouse Restaurant Group, Inc.
3. The applicant is a duly qualified foreign: <b>(CHECK ONE BOX ONLY)</b>	
<input type="checkbox"/> Limited Liability Company <input checked="" type="checkbox"/> Business Corporation <input type="checkbox"/> Non-Profit Corporation <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Partnership	
4. The applicant submits this application for the purpose of transferring its authority to a: <b>(CHECK ONE BOX ONLY)</b>	
<input checked="" type="checkbox"/> Limited Liability Company (RIGL <u>7-16-52.1</u> ) <input type="checkbox"/> Business Corporation (RIGL <u>7-1.2-1411.1</u> ) <input type="checkbox"/> Non-Profit Corporation (RIGL <u>7-6-80.1</u> ) <input type="checkbox"/> Limited Partnership (RIGL <u>7-13-52.1</u> ) <input type="checkbox"/> Limited Liability Partnership (RIGL <u>Title 7</u> , as applicable)	
5. The date the applicant qualified to conduct business in Rhode Island is: 08/17/2020	6. The jurisdiction upon transfer of authority is: FL
7. The name of the entity following the transfer of authority is: FRG, LLC	
8. The application for transfer of authority is filed as an accompanying certificate to the: <b>CHECK ONE BOX ONLY</b>	
<input checked="" type="checkbox"/> Application for registration for a Limited Liability Company <input type="checkbox"/> Application for certificate of authority for a Business Corporation <input type="checkbox"/> Application for certificate of authority for a Non-Profit Corporation <input type="checkbox"/> Certificate of registration for a Limited Partnership <input type="checkbox"/> Notice of registration for a registered Limited Liability Partnership	
8(a). This Transfer of Authority and applicable Application/Certificate/Notice must be accompanied by a Certificate of Good Standing/Legal Existence from the current jurisdiction of the entity.	

### MAIL TO:

Division of Business Services

148 W River Street, Providence, Rhode Island 02904-2615

Phone: (401) 222-3040

Website: [www.sos.ri.gov](http://www.sos.ri.gov)

FORM 612- Revised 09/2020

**TO BE COMPLETED BY THE ENTITY TRANSFERRING AUTHORITY**

*Under penalty of perjury, I/we declare and affirm that I/we have examined this Application for Transfer of Authority, including any accompanying attachments, and that all statements contained herein are true and correct and that the undersigned is authorized to sign this certificate on behalf of the entity set forth above.*

Type or Print Name of **Limited Liability Company**

Signature of Authorized Person

Date

Signature of Authorized Person

Date

Type or Print Name of **Corporation**

Firehouse Restaurant Group, Inc.

Signature of Authorized Person

Date

*Amber Gabric*

Amber Gabric

4/1/2022

Signature of Authorized Person

Date

Type or Print Name of **Partnership**

Signature of Partner

Date

Signature of Partner

Date

Signature of Partner

Date

Type or Print Name of **Other Entity**

Signature of Authorized Person

Date

Signature of Authorized Person

Date

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email [corporations@sos.ri.gov](mailto:corporations@sos.ri.gov).

FORM 612- Revised: 09/2020

**POWER OF ATTORNEY**

**NOTICE IS HEREBY GIVEN THAT** North Pole Acquisition, LLC, a Limited Liability Company incorporated under the laws of the state of Delaware and the direct or indirect owner of the entities listed on the attached Exhibit "A," does hereby appoint as attorneys-in-fact for the entities (the "Appointees") those individuals who are officers and/or employees of C T Corporation System ("CT") or its agents, (but only for so long as such individuals remain officers and/or employees of CT or an affiliate thereof), to act for the Limited Liability Company and in the Limited Liability Company's name for the limited purposes authorized herein

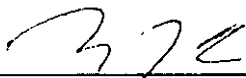
North Pole Acquisition, LLC and the subsidiary entities listed on the attached Exhibit "A," having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to affect post-conversion filings, including but not limited to post-conversion/withdrawals, qualifications to transact business, and change of agent for the entities, as directed and authorized by North Pole Acquisition, LLC.

In the execution of any documents necessary for the sole, limited purpose, set forth herein, the Appointees shall exercise the power of Vice President, Secretary, Manager, and/or Member.

This Power of Attorney expires when revoked by the undersigned.

**IN WITNESS WHEREOF** the undersigned has executed this Power of Attorney on this 3rd day of March, 2022.

North Pole Acquisition, Inc.  
A Delaware Corporation

By:   
Name: Michele Keusch  
Title: Assistant Secretary

State of Florida  
County of Miami-Dade

On March 3, 2022 before me, the undersigned, a Notary Public in and for said State, personally appeared Michele Keusch, personally known to me and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed this instrument.

Witness my hand and official seal.

  
Sharalea Andrade, Notary Public



**EXHIBIT "A"**

**Firehouse U.S. Entities**

ENTITIES	DOMESTIC JURISDICTION
Capital 94, LLC	Florida
Fire-4, LLC	Florida
Firehouse of America, LLC	Florida
Firehouse Subs, LLC	Florida
FRG, LLC ( <i>formerly Firehouse Restaurant Group, Inc.</i> )	Florida
FRG of Florida, LLC	Florida
FRG of Iowa, LLC	Florida
North Pole Acquisition, LLC	Delaware



State of Rhode Island

**Department of State | Office of the Secretary of State**

**Nellie M. Gorbea**, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island,  
  
hereby certify that this document, duly executed in accordance with the provisions  
  
of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this  
  
office on this day:

April 06, 2022 12:58 PM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea", is written in a cursive style.

Nellie M. Gorbea  
*Secretary of State*

