



STATE OF ARIZONA

Arizona Corporation Commission
Corporations Division

00001086

RECEIVED CORPORATION COMMISSION

CORPORATION ANNUAL REPORT

APR 22 1999 & CERTIFICATE OF DISCLOSURE

TAX DEPT

DUE ON OR BEFORE 06/10/1999

FILING FEE \$45.00

The following information is required by A.R.S. §10-1622 & §10-11622 for all corporations organized pursuant to Arizona Revised Statutes, Title 10. The Commission's authority to prescribe this form is A.R.S. §10-121.A. & §10-3121.A. **YOUR REPORT MUST BE SUBMITTED ON THIS ORIGINAL FORM.** Make changes or corrections where necessary. Information for the report should reflect the current status of the corporation. See instructions for proper format. **REFER TO THE INSTRUCTIONS ON PAGE 4.**

1. WAFFLE HOUSE, INC.
5986 FINANCIAL DR ***
PO BOX 6450
NORCROSS, GA 30091

RECEIVED

MAY 24 1999

ARIZONA CORP COMMISSION
CORPORATIONS DIVISION

Corporation File Number: F-0040503-5

Business Phone: 770-729-5100

(Business phone is optional)

State of Domicile: GEORGIA

Type of Corporation: PROFIT

2. Arizona Statutory Agent: C T CORPORATION SYSTEM
Street Address: 3225 N CENTRAL AVE
(NOT P.O. BOX)
City, State, Zip: PHOENIX AZ 85012-

Use this box only if appointing a new Statutory Agent

ACC USE ONLY

Fee

\$ 45

Penalty \$

Reinstate \$

Expedite \$

Total \$

FY98-99

If appointing a new statutory agent, the new agent **MUST** consent to that appointment by signing below.

I, (individual) or We, (corporation or limited liability company) having been designated the new Statutory Agent, do hereby consent to this appointment until my removal or resignation pursuant to law.

Signature of new Statutory Agent

3. Secondary Address:
(Foreign Corporations are
REQUIRED to complete
this section.)

% C T CORPORATION SYSTEM
3225 N CENTRAL AVE
PHOENIX, AZ 85012

4. Check the one category below which best describes the CHARACTER OF BUSINESS of your corporation.

BUSINESS CORPORATIONS

- | | |
|---|--|
| ☐ 1. Accounting | ☐ 20. Manufacturing |
| ☐ 2. Advertising | ☐ 21. Mining |
| ☐ 3. Aerospace | ☐ 22. News Media |
| ☐ 4. Agriculture | ☐ 23. Pharmaceutical |
| ☐ 5. Architecture | ☐ 24. Publishing/Printing |
| ☐ 6. Banking/Finance | ☐ 25. Ranching/Livestock |
| ☐ 7. Barbers/Cosmetology | ☐ 26. Real Estate |
| ☐ 8. Construction | ☒ 27. Restaurant/Bar |
| ☐ 9. Contractor | ☐ 28. Retail Sales |
| ☐ 10. Credit/Collection | ☐ 29. Science/Research |
| ☐ 11. Education | ☐ 30. Sports/Sporting Events |
| ☐ 12. Engineering | ☐ 31. Technology(Computers) |
| ☐ 13. Entertainment | ☐ 32. Technology(General) |
| ☐ 14. General Consulting | ☐ 33. Television/Radio |
| ☐ 15. Health Care | ☐ 34. Tourism/Convention Services |
| ☐ 16. Hotel/Motel | ☐ 35. Transportation |
| ☐ 17. Import/Export | ☐ 36. Utilities |
| ☐ 18. Insurance | ☐ 37. Veterinary Medicine/Animal Care |
| ☐ 19. Legal Services | ☐ 38. Other |

NON-PROFIT CORPORATIONS

- | |
|--|
| ☐ 1. Charitable |
| ☐ 2. Benevolent |
| ☐ 3. Educational |
| ☐ 4. Civic |
| ☐ 5. Political |
| ☐ 6. Religious |
| ☐ 7. Social |
| ☐ 8. Literary |
| ☐ 9. Cultural |
| ☐ 10. Athletic |
| ☐ 11. Science/Research |
| ☐ 12. Hospital/Health Care |
| ☐ 13. Agricultural |
| ☐ 14. Animal Husbandry |
| ☐ 15. Homeowner's Association |
| ☐ 16. Professional, commercial
industrial or trade association |
| ☐ 17. Other |

5. CAPITALIZATION: (Business Corporations and Business Trusts are **REQUIRED** to complete this section.)

Business trusts must indicate the number of transferable certificates held by trustees evidencing their beneficial interest in the trust estate.

Number of Shares/Certificates Authorized	Class	Series Within Class (if any)
<u>20,000,000</u>	<u>A</u>	
<u>20,000,000</u>	<u>B</u>	
Number of Shares/Certificates Issued	Class	Series Within Class (if any)
<u>17,198,867</u> (stock split 2 for 1	<u>A</u>	
<u>18,194,099</u> effective Aug 1, 1998)	<u>B</u>	

6. SHAREHOLDERS: (Business Corporations and Business Trusts are **REQUIRED** to complete this section.)

List shareholders holding more than 20% of any class of shares issued by the corporation, or having more than a 20% beneficial interest in the corporation.

Name: Joe W. Rogers Name: _____
 NONE ☐ Name: _____ Name: _____

7. OFFICERS (Attach additional sheets if necessary.)

Name: <u>See Attached List</u>	Name: _____
Title: _____	Title: _____
Address: _____	Address: _____
Date taking office: _____	Date taking office: _____
Name: _____	Name: _____
Title: _____	Title: _____
Address: _____	Address: _____
Date taking office: _____	Date taking office: _____

8. DIRECTORS Must List a Minimum of 1 Director.

Name: <u>See Attached List</u>	Name: _____
Address: _____	Address: _____
Date taking office: _____	Date taking office: _____
Name: _____	Name: _____
Address: _____	Address: _____
Date taking office: _____	Date taking office: _____

Business Address for all Officers:
 5986 Financial Drive
 P.O. BOX 6450
 Norcross, GA 30091
 (770)729-5700

WAFFLE HOUSE, INC. DIRECTORS/OFFICERS - January 1999

BOARD OF DIRECTORS:		Address	Telephone
Joe W. Rogers, Sr. (Ruth)	Sr. Chairman	9315 Chandler Bluff Alpharetta, GA 30022	770-740-1158
Thomas F. Forkner (Martha)	Sr. Vice Chairman	4279 Riverview Drive Duluth, GA 30136	770-448-7927
Joe W. Rogers, Jr. (Mary)	Chairman	3053 Habersham Road Atlanta, GA 30305-2855	404-237-8234
Robert B. (Bob) Bowman (Kathy)	Member	135 Riverwood Place Atlanta, GA 30327	770-955-8994
Donald H. (Skip) Nau, Jr. (Kathy)	Member	237 North Peachtree Street Norcross, GA 30071	770-447-0592
Albert S. (Bert) Thornton (Kathy)	Member	4643 River Court Duluth, GA 30136	770-368-0759
Steven C. (Steve) Walling (Rona)	Member	725 Brookwood Trace Atlanta, GA 30342	404/705-8895
OFFICERS:			
Joe W. Rogers, Jr. (Mary)	Chairman President	3053 Habersham Road Atlanta, GA 30305-2855	404-237-8234
Robert B. (Bob) Bowman (Kathy)	Senior Executive Vice President	135 Riverwood Place Atlanta, GA 30327	770-955-8994
Donald H. (Skip) Nau, Jr. (Kathy)	Executive Vice President/Treasurer	237 North Peachtree Street Norcross, GA 30071	770-447-0592
Albert S. (Bert) Thornton (Kathy)	Executive Vice President	4643 River Court Duluth, GA 30136	770-368-0759
Steven C. (Steve) Walling (Rona)	Executive Vice President	725 Brookwood Trace Atlanta, GA 30342	404/705-8895
W. Hogan Bryan (Linda)	Senior Vice President	235 Deer Forest Road Fayetteville, GA 30214	770-461-2742
Gary M. Fly (Lynne)	Senior Vice President	139 Glen Eagles Cr. Macon, GA 31210	912-475-9860
Jamshid Gholamhosseini (Jim Hosseini)(Nazi)	Senior Vice President	1291 Annapolis Way Grayson, GA 30221	770-982-0345
W. Jeffrey (Jeff) Harrell (Kam)	Senior Vice President	8583 Lake Forest Dr. Jonesboro, GA 30236	770-603-7974
Alice Johnson	Senior Vice President	8585 Colony Club Drive Alpharetta, GA 30022	770-998-6334

W. Carl Lenderman, Jr. (Jean)	Senior Vice President	2769 Mesquite Lane Grapevine, Texas 76051	817-329-5174
Robert W. (Bob) Massey (Brittany)	Senior Vice President	515 Clipper Trail, N.W. Atlanta, GA 30328	404-843-2536
Richard L. Patterson (Glenda)	Senior Vice President	1144 Staples Drive Lilburn, GA 30047	770-564-3271
John E. Robertson (Jane)	Senior Vice President	917 Oakdale Road, N.E. Atlanta, GA 30307	404-377-9686
Frederick (Rick) Tyler (Victoria)	Senior Vice President Secretary	4359 Allenhurst Drive Norcross, GA 30092	770-729-0951
J. Steven (Steve) Wright (Shannon)	Senior Vice President	1330 Squirrel Run Alpharetta, GA 30004	770-751-9557
Robert H. (Rob) Abney, III (Wendi)	Vice President	10885 S. Kimball Bridge Crossing Alpharetta, GA 30202	770-346-9037
Joseph E. (Joey) Anchors (Carol)	Vice President	1642 Stoddard Circle Kennesaw, GA 30144	770-514-0949
Donald K. (Don) Balfour, II (Ginny)	Vice President	5855 Dovnick Drive Lilburn, GA 30247	770-931-4939
Tony Campbell (Jean)	Vice President	6830 Surrey Rd. Fayetteville, NC 28306	910-426-8632
Jeffrey (Jeff) Cole (Shelaine)	Vice President	11225 Abbots Station Drive Duluth, GA 30097	770-418-9814
Barry G. Cowart (Lori)	Vice President	7345 Canter Run Cumming, GA 30040	770-888-6968
Rickey L. Crawford (Cheryl)	Vice President	107 Sharon Lake Lexington, SC 29072	803-359-7954
Keith Culbertson (Elisabeth)	Vice President	2400 Pond Rd. Duluth, GA 30096	770-662-0455
Walter G. (Walt) Ehmer (Cindy)	Vice President	4330 Glen Cree Drive Suwanee, GA 30024	770-886-8298
Scott O. Fowler (Wendy)	Vice President	120 Christopher Lane Stockbridge, GA 30281	770/506-0756 770/506-8377
Robert L. (Bob) Garner (Laura)	Vice President	5309 Quincey Avenue Gulfport, MS 39507	601-864-9422
Craig Golden (Elena)	Vice President	5092 Tottenham Ct. Suwanee, GA 30024	770-212-8662

Richard L. (Rick) Greeson (Anna)	Vice President	6095 S. River Road Douglasville, GA 30135	770-489-9978
Barbara Hammac (Don)	Vice President	964 Vesta Via Way Gulf Breeze, FL 32561	850-932-3007
D. D. (Tim) Hanes (Sherry)	Vice President	1640 Hardaman Mill Road Good Hope, GA 30641	706-342-9069
Jimmy R. Harbin (Georgina)	Vice President	635 Clinton Way West Martinez, GA 30907	706-860-5324
C. Andy Harrell (Melba)	Vice President	7816 Peterson Point Road Milton, FL 32583	850-623-8680
Michael R. (Mike) Hess (Kristi)	Vice President	216 Fieldfare Dr. Kathleen, GA 31047	912-329-0024
Chris S. Jacobsen	Vice President	3833 Peachtree Road, Apt. #1701 Atlanta, GA 30319	404-816-4498
Donald S. (Steve) Kahler (Melissa)	Vice President	115 Silverdale Drive Spartanburg, SC 29301	864-587-0762
X Craig Knight (Gayle)	Vice President	2234 Marann Drive Atlanta, GA 30345	404-634-3071
John H. Smith (Alisa)	Vice President	3607 Blakeford Ct. Marietta, GA 30062	770/509-6359
Roger D. Turner (Sharon)	Vice President	106 North Marsh Road Savannah, GA 31410	912-897-7020
Timothy J. (T.J.) Turner (Karin)	Vice President/ Asst. Sec./Treas.	2875 Harper Ferry Drive Lawrenceville, GA 30244	770-923-4238
Michael (Mike) Walker (Dawn)	Vice President	7020 Threadstone Overlook Duluth, GA 30097	770-476-9476
Max R. (Rusty) Whaley (Angela)	Vice President	2708 Mayfield Court Lawrenceville, GA 30243	770-932-6788
Kenneth L. (Ken) Williams (Wendy)	Vice President	1311 Greenfield Way Lawrenceville, GA 30245	770-822-4748
Carlton Williamson (Donna)	Vice President	5 Pinegate Court Peachtree City, GA 30269	770-487-5225
Joseph A. (Joe) Wright (Donna)	Vice President	1408 Merion Dr. Mansfield, TX 76063	817-453-4472
Melanie Barnhardt	Asst. Vice President	900 John Ballentine Road Irmo, SC 29063	803-781-3410
Bruce A. Broughton (Veronica)	Asst. Vice President	10150 Wakefield Dr., N. Mobile, AL 36695	334-633-8526

Stephen E. (Steve) Brown (Audrey)	Asst. Vice President	105 Hickory Lane Macon, GA 31210	912-477-5166
Douglas E. (Doug) Burrus (Regina)	Asst. Vice President	2602 Palmer Drive Gulfport, MS 39507	601-897-2077
Joe Caldwell (India)	Asst. Vice President	2660 Fieldstone Drive Conyers, GA 30208	770-785-7808
Raymond A. (Ray) Daniels	Asst. Vice President	878 Peachtree St., NE, Apt. 308 Atlanta, GA 30309	404/875-7394
Paul E. Dickson (Julie)	Asst. Vice President	4013 Trail Lake Dr. Ft. Worth, TX 76109	817-927-7798
Mark E. Diffenderfer	Asst. Vice President	445 Willowdale Dr., Apt. 4 Spartanburg, SC 29303	864-583-5171
John D. Dowd (Anna)	Asst. Vice President	2727 Olde Mill Rd. Florence, SC 29505	843-667-8089
Andy Duncan (Helen)	Asst. Vice President	2505 Westover Way Kennesaw, GA 30152	770-434-4703
Tyrone P. (Ty) Dupree, Jr. (Kelli)	Asst. Vice President	244 Parlor Drive Ladson, SC 29456	843-871-0453
John T. Fervier (Sarah)	Asst. Vice President	485 White Rose Trace Alpharetta, GA 30005	770-887-9735
Randall D. (Randy) Fick (Sherri)	Asst. Vice President	5116 Staverly Lane Norcross, GA 30092	770-446-5290
Robert B. (Bob) Frame (Julie)	Asst. Vice President	2680 Pine Tree Rd., #3 Atlanta, GA 30324	770-869-9222
William E. (Bill) Frazier (Susan)	Asst. Vice President	4867 Ashford Dunwoody Rd. Apt. 12112 Dunwoody, GA 30338	770-399-9279
Keith E. Green	Asst. Vice President	878 Peachtree St., NE #308 Atlanta, GA 30309	404-897-5747
Tracy R. Grove	Asst. Vice President	1971 Palifox Drive Atlanta, GA 30307	404-371-8007
Randall A. (Randy) Hain (Sandra)	Asst. Vice President	5155 Otter Creek Run Cumming, GA 30040	
James (Greg) Hall (Audra)	Asst. Vice President	4801 Baker Grove Rd., #1001 Acworth, GA 30101	770-975-8023
Roy A. Haufmann (Denise)	Asst. Vice President	105 Ledgewood Way Greenville, SC 29609	864-268-9778
Michael W. (Mike) Howard (Jill)	Asst. Vice President	3300 Pierce Arrow Cr. Suwanee, GA 30174	770-932-0559

Theodore W. (Ted) Kapp (Kay)	Asst. Vice President	144 Mystic Cove Lilburn, GA 30047	770-923-9777
John C. Keith (Jeanie)	Asst. Vice President	6029 Flat Rock Rd., Apt 59 Columbus, GA 31907	706-563-2918
Richard E. King (Leigh-Ann)	Asst. Vice President	207 Ponte-Vedra Dr. Fayetteville, GA 30215	770-719-0743
Terry J. Livecche (Gina)	Asst. Vice President	190 Bennington Dr. Stockbridge, GA 30281	770-507-1393
Sanford McAllister (Cheryl)	Asst. Vice President	6517 Rosecommon Drive Norcross, GA 30092	770-242-6984
George McLellan (Melissa)	Asst. Vice President	830 Merlin Terrace Pensacola, FL 32506	850-492-9168
Christopher A. (Chris) Miller (Pat)	Asst. Vice President	1007 Queensbury Run Acworth, GA 30102	770-517-7719
John Mixon (Maggie)	Asst. Vice President	1711 Knob Hill Ct. Cedar Hill, TX 75104	214-299-9482
William C. (Will) Mizell (Julie)	Asst. Vice President	4073 Lake Erin Court Tucker, GA 30084	404-320-2001
F. Roy Nelson (Lynda)	Asst. Vice President/ Asst. Secretary	4025 Vicksburg Drive Lawrenceville, GA 30044	770-978-2279
Timothy (Tim) Odom (Laurie)	Asst. Vice President	121 Colonel Drive Garland, TX 75043	972-278-4551
Stephen C. (Steve) Oswald (Teena)	Asst. Vice President	313 Merganser Trail Clinton, MS 39056	601-925-9737
Ashley Pinckney (Amy)	Asst. Vice President	31 East 52nd St. Savannah, GA 31405	912-233-3949
Robert (Bobby) M. Redd (Terisa)	Asst. Vice President	3921 Pine Gorge Ct. Dacula, GA 30211	770-271-4523
Richard L. (Rich) Renninger (Melissa)	Asst. Vice President	2698 Frontier Trail Chamblee, GA 30341	770-936-8664
Michael F. (Mike) Rogers (Gail)	Asst. Vice President	516 Hallsborough Dr. West Columbia, SC 29170	803-359-1530
Michelle Rude (Steve)	Asst. Vice President	225 McGarity Dr. McDonough, GA 30253	770-898-9979
Scott Segars (Natalie)	Asst. Vice President	2940 Kennedy St. Columbia, SC 29205	803-256-2133
William G. (Jerry) Southerland (Bobbi)	Asst. Vice President	921 Devon Court Lilburn, GA 30047	770-935-7412

Carl O. Smith (Lynett)	Asst. Vice President	2652 Laurel View Ct. Snellville, GA 30278	770-972-6737
Daniel S. (Danny) Spain (Mona)	Asst. Vice President	6513 Shoshonee Drive Ocean Springs, MS 39564	228-875-4471
Walt Taylor (Sandra)	Asst. Vice President	2130 Eagle Nest Bluff Lawrenceville, GA 30044	770-277-5576
Jackie Van Hooven	Asst. Vice President	5348 Brooke Ridge Drive Dunwoody, GA 30338	678/443-0622
Prasad Vedala (Lakshmi)	Asst. Vice President	1368 Wildflower Downs Lawrenceville, GA 30244	770-962-8511
Pamela (Pam) Venter (Peter)	Asst. Vice President	1131 Kelvington Way Lilburn, GA 30247	770-985-1175
Jerry L. Warren	Asst. Vice President	9516 S. Shields #54 Moore, OK 73160	405-793-9664
J. Steve Wave (Kim)	Asst. Vice President	125 Hightop Lane Asheville, NC 28803	704-687-7455
Charles (Duane) Wentworth (Tammy)	Asst. Vice President	712 St. Rose Cove Niceville, FL 32578	850-897-8562
Kenneth White (Susan)	Asst. Vice President	838 Misty River Ct. Dacula, GA 30019	770-247-2096
Blake Wolfe (Jill)	Asst. Vice President	4195 Ashbourne Ct. Roswell, GA 30075	770/998-4670

9. FINANCIAL DISCLOSURE (A.R.S. §§10-1622.B & 10-11622.A.9)

Only nonprofit corporations must attach a financial statement (balance sheet including assets, liabilities and equity). All other forms of corporations are exempt from filing a financial disclosure.

9A. MEMBERS (A.R.S. § 10-11622.A.6) Nonprofit Corporations Only:

This corporation **does** ☐ **does not** ☐ have members.

10. CERTIFICATE OF DISCLOSURE (A.R.S. §§10-1622.A.8 & 10-11622.A.7)

Has ANY person serving either by election or appointment as an officer, director, trustee, incorporator and person controlling or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been: [Underlined portion pertains to profit corporations only]

1. Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate?
2. Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven year period immediately preceding execution of this certificate?
3. Or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven year period immediately preceding execution of this certificate where such injunction, judgment, decree or permanent order involved the violation of:

- (a) fraud or registration provisions of the securities laws of that jurisdiction, or
- (b) the consumer fraud laws of that jurisdiction, or
- (c) the antitrust or restraint of trade laws of that jurisdiction?

One box must be marked:

YES ☐

NO ☒

If "YES", the following information must be submitted as an attachment to this report for each person subject to one or more of the actions stated in Items 1. through 3. above.

- | | |
|---|---|
| 1. Full name and prior names used. | 5. Date and location of birth. |
| 2. Full birth name. | 6. Social Security Number |
| 3. Present home address. | 7. The nature and description of each conviction or judicial action; the date and location; the court and public agency involved, and the file or cause number of the case. |
| 4. Prior addresses (for immediate preceding 7 year period). | |

11. STATEMENT OF BANKRUPTCY (A.R.S. §§10-202.D.2 & 10-3202.02)

Has ANY person serving either by election or appointment as an officer, director, trustee, incorporator and person controlling or holding more than 20% of the issued and outstanding common shares or 20% of any other proprietary, beneficial or membership interest in the corporation served in such capacity or held a 20% interest in any other corporation during the bankruptcy, receivership, or charter revocation of the other corporation? [Underlined portion pertains to profit corporations only]

One box must be marked:

YES ☐

NO ☒

If YES, enter the following:

Chapter _____ Date Filed _____ Case Number _____

If "YES", the following information must be submitted as an attachment to this report for each person subject to the statement above:

- 1) The names and addresses of each corporation and the person or persons involved
- 2) The state in which each corporation was a) incorporated b) transacted business
- 3) The dates of corporate operation

12. SIGNATURES

CAUTION: Annual Reports must be signed by a duly authorized officer. Annual Reports submitted with incorrect signatures will be rejected.

I DECLARE, UNDER PENALTY OF LAW, THAT ALL CORPORATE INCOME TAX RETURNS REQUIRED BY TITLE 43 OF THE ARIZONA REVISED STATUTES HAVE BEEN FILED WITH THE ARIZONA DEPARTMENT OF REVENUE.

I further declare under penalty of law that I (we) have examined this report and the certificate, including any attachments, and to the best of my (our) knowledge and belief they are true, correct and complete.

Name Craig Knight Date 5/19/99 Name _____ Date _____

Signature Craig Knight Signature _____

Title Vice President Title _____

(Signator(s) must be duly authorized corporate officer(s) listed in section 7 of this report.)