


FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Jan 21 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P30237 (2)

1. Corporation Name
O'CHARLEY'S INC.



Principal Place of Business O'CHARLEY'S INC. 3038 SIDCO DRIVE NASHVILLE TN 37204 US	Mailing Address O'CHARLEY'S INC. 3038 SIDCO DRIVE NASHVILLE TN 37204 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/23/1990	
21		26		4. FEI Number 62-1192475	Applied For <input type="checkbox"/> Not Applicable
22. Suite, Apt. #, etc.		27. Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23. City & State		28. City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24. Zip	25. Country	29. Zip	30. Country	8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324				10. Name and Address of New Registered Agent	
				81. Name	
				82. Street Address (P.O. Box Number is Not Acceptable)	
				83.	
				84. City	85. Zip Code FL

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEOP <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BURNS, GREGORY L	1.2 NAME	
STREET ADDRESS	3038 SIDCO DR.	1.3 STREET ADDRESS	
CITY-ST-ZIP	NASHVILLE TN	1.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HISLOP, STEVEN J.	2.2 NAME	
STREET ADDRESS	3038 SIDCO DR	2.3 STREET ADDRESS	
CITY-ST-ZIP	NASHVILLE TN	2.4 CITY-ST-ZIP	
TITLE	CFOS <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FITZHUGH, A. CHADWELL	3.2 NAME	
STREET ADDRESS	3038 SIDCO DR.	3.3 STREET ADDRESS	
CITY-ST-ZIP	NASHVILLE TN	3.4 CITY-ST-ZIP	
TITLE	D <input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WACHTEL, DAVID K	4.2 NAME	
STREET ADDRESS	1828 LONG HOLLOW RK.	4.3 STREET ADDRESS	
CITY-ST-ZIP	GALLATIN TN	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STOKES, JOHN W., JR.	5.2 NAME	
STREET ADDRESS	50 FRONT ST., 21ST FL	5.3 STREET ADDRESS	
CITY-ST-ZIP	MEMPHIS TN	5.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	REISS, RICHARD, JR.	6.2 NAME	
STREET ADDRESS	1114 AVE. OF AMERICAS	6.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *David W. Wachtel* 1-07-98 1615 256-8510

CR2E034 (10/97)

Charley's Inc.

BOARD OF DIRECTORS

MR JOHN W STOKES
MORGAN KEEGAN
50 N FRONT STREET, SUITE 2100
MEMPHIS TN 38103

MR NICK SPIVA
SPIVA-HILL INVESTMENTS
4121 HILLSBORO ROAD, SUITE
302
NASHVILLE TN 37215

MR STEVE TIDWELL
SPFS
1309 BRIARVILLE ROAD
MADISON TN 37115

DR C WARREN NEEL
716 STOKELY MANAGEMENT
CENTER
THE UNIVERSITY OF TENNESSEE
KNOXVILLE TN 37996-0570

MR RICHARD REISS
CUMBERLAND ASSOCIATES
1114 AVENUE OF THE AMERICAS
NEW YORK NY 10036

MR SAMUEL H HOWARD
PHOENIX HEALTHCARE
3401 WEST END AVE. SUITE 470
NASHVILLE, TN 37203-1069

MS. SHIRLEY ZEITLIN
SHIRLEY ZEITLIN REALTORS
4301 HILLSBORO ROAD
SUITE 1000
NASHVILLE TN 37215