

3/7/2014 12:28:20 PM To: 617-81

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Division of Corporations

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# FH000001051

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H14000055211 3)))



H140000552113ABCT

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

**\*RE-SUBMIT\***

To:

Division of Corporations  
Fax Number : (850) 617-6381

From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

Please retain original filing  
date of submission 3/6/14

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

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STATE DEPT OF STATE  
DIVISION OF CORPORATIONS  
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14 MAR - 7 PM 2:24  
STATE DEPT OF STATE  
TALLAHASSEE, FLORIDA

**FOREIGN PROFIT/NONPROFIT CORPORATION**  
**2240892 Ontario Limited Corp.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 16      |
| Estimated Charge      | \$70.00 |

Please  
File  
1st

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Corporate Filing Menu

Help

3/10/14

3/7/2014 12:28:20 From: To: 8506176381

( 3/16 )

### COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** 2240892 Ontario Limited Corp.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Daniel Layton

Name of Person

2240892 Ontario Limited

Firm/Company

708 Heartland Trail Suite 2000

Address

Madison, WI 53717

City/State and Zip code

dan.layton@hartungbrothers.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Daniel Layton

Name of Person

at (608) 829-6011

Area Code & Daytime Telephone Number

**STREET/COURIER ADDRESS:**

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee    ☒ \$78.75 Filing Fee & Certificate of Status    ☐ \$78.75 Filing Fee & Certified Copy    ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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DIVISION OF CORPORATIONS

850-617-6381

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March 7, 2014

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: 2240892 ONTARIO LIMITED CORP.  
REF: W14000014853

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain both the street address of the principal office and the mailing address of the entity.

If you have any further questions concerning your document, please call (850) 245-6052.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: H14000055211  
Letter Number: 114A00005039

**\*RE-SUBMIT\***

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date of submission 3/6/14

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. 2240892 Ontario Limited Corp.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Ontario Canada

(State or country under the law of which it is incorporated)

3. 98-0659717

(FEI number, if applicable)

4. April 19, 2010

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Filing

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 708 Heartland Trail Suite 2000, Madison WI, 53717

(Principal office address)

708 Heartland Trail Suite 2000, Madison WI 53717

(Current mailing address)

8. Sale of Vegetables

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CT Corporation

Office Address: 1200 S. Pine Road

Plantation

(City)

, Florida 33324

(Zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Rebecca Barth

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Daniel J Hartung

Address: 708 Heartland Trail Suite 2000

Madison, WI 53717

Vice Chairman: Jammie Underhill

Address: 54990 Nova Scotia Line Road

Port Burwell, Ontario Canada NOJ 1T0

Director: Chad Underhill

Address: 54990 Nova Scotia Line Road

Port Burwell, Ontario Canada NOJ 1T0

Director: Greg Underhill

Address: 54990 Nova Scotia Line Road

Port Burwell, Ontario Canada NOJ 1T0

B. OFFICERS

President: Jammie Underhill

Address: 54990 Nova Scotia Line Road

Port Burwell, Ontario Canada NOJ 1T0

Vice President: Daniel Hartung

Address: 708 Heartland Trail Suite 2000

Madison, WI 53717

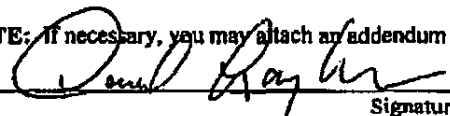
Secretary: Daniel Layton

Address: 708 Heartland Trail Suite 2000 Madison, WI 53717

Treasurer: Daniel Layton

Address: 708 Heartland Trail Suite 2000 Madison, WI 53717

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Daniel Layton, Secretary /Treasurer

(Typed or printed name and capacity of person signing application)

Request ID: 012125519  
Demande n° :  
Transaction ID: 41077497  
Transaction n° :  
Category ID: CT  
Catégorie :

Province of Ontario  
Province de l'Ontario  
Ministry of Government Services  
Ministère des Services gouvernementaux

Date Report Produced: 2010/04/19  
Document produit le :  
Time Report Produced: 12:45:57  
Imprimé à :

## Certificate of Incorporation Certificat de constitution

This is to certify that

Ceci certifie que

**2240892 ONTARIO LIMITED**

Ontario Corporation No.

Numéro matricule de la personne morale en  
Ontario

**002240892**

is a corporation incorporated,  
under the laws of the Province of Ontario.

est une société constituée aux termes  
des lois de la province de l'Ontario.

These articles of Incorporation  
are effective on

Les présents statuts constitutifs  
entrent en vigueur le

**APRIL 19 AVRIL, 2010**

Director/Directrice  
Business Corporations Act/Loi sur les sociétés par actions

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Request ID / Demande n°

12125519

Ontario Corporation Number  
Numéro de la compagnie en Ontario

2240892

FORM 1

FORMULE NUMÉRO 1

BUSINESS CORPORATIONS ACT

LOI SUR LES SOCIÉTÉS PAR ACTIONS

ARTICLES OF INCORPORATION  
STATUTS CONSTITUTIFS

1. The name of the corporation is:

2240892 ONTARIO LIMITED

Dénomination sociale de la compagnie:

2. The address of the registered office is:

Adresse du siège social:

54990 NOVA SCOTIA LINE ROAD,  
ROUTE 1, FORT BURNWELL

(Street & Number, or R.R. Number & if Multi-Office Building give Room No.)  
(Rue et numéro, ou numéro de la R.R. et, s'il s'agit d'un bâtiment à bureaux, numéro du bureau)

MUNICIPALITY OF BAYHAM  
CANADA

ONTARIO  
N0J 1T0

(Name of Municipality or Post Office)  
(Nom de la municipalité ou du bureau de poste)

(Postal Code/Code postal)

3. Number (or minimum and maximum  
number) of directors is:  
Minimum 7

Nombre (ou nombres minimal et maximal)  
d'administrateurs:  
Maximum 7

4. The first director(s) is/are:

Premier(s) administrateur(s):

First name, initials and surname  
Prénom, initiales et nom de famille

Resident Canadian State Yes or No  
Résident Canadien Oui/Non

Address for service, giving Street & No.  
or R.R. No., Municipality and Postal Code

Domicile élu, y compris la rue et le  
numéro, le numéro de la R.R., ou le nom  
de la municipalité et le code postal

JAMIE  
UNDERHILL

YES

54990 NOVA SCOTIA LINE RD., ROUTE 1

FORT BURNWELL ONTARIO  
CANADA N0J 1T0

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|                         |                                                                 |
|-------------------------|-----------------------------------------------------------------|
| Request ID / Demande n° | Ontario Corporation Number<br>Numéro de la compagnie en Ontario |
| 12125519                | 2240892                                                         |

4. The first director(s) is/are:

Premier(s) administrateur(s):

First name, initials and surname  
Prénom, initiales et nom de famille

Address for service, giving Street & No.  
or R.R. No., Municipality and Postal Code

Resident Canadian State Yes or No  
Résident Canadien Oui/Non

Domicile élu, y compris la rue et le  
numéro, le numéro de la R.R., ou le nom  
de la municipalité et le code postal

- CHAD  
UNDERHILL  
  
54990 NOVA SCOTIA LINE RD., ROUTE 1  
  
PORT BURWELL ONTARIO  
CANADA N0J 1T0
- GREG  
UNDERHILL  
  
54990 NOVA SCOTIA LINE RD., ROUTE 1  
  
PORT BURWELL ONTARIO  
CANADA N0J 1T0
- DANIEL J.  
BARTUNG  
  
708 HEARTLAND TRAIL Suite 2000  
  
MADISON WISCONSIN  
UNITED STATES OF AMERICA 53717
- JAMES P.  
MOLTER  
  
708 HEARTLAND TRAIL Suite 2000  
  
MADISON WISCONSIN  
UNITED STATES OF AMERICA 53717

YES

YES

NO

NO

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Ontario Corporation Number  
Numéro de la compagnie en Ontario

2240892

4. The first director(s) is/are:

First name, initials and surname  
Prénom, initiales et nom de famille

Address for service, giving Street & No.,  
or R.R. No., Municipality and Postal Code

Premier(s) administrateur(s):

Resident Canadian State Yes or No  
Résident Canadien Oui/Non

Domicile s/n, y compris la rue et le  
numéro, le numéro de la R.R., ou le nom  
de la municipalité et le code postal

\* LARRY G.  
PRICE

NO

700 HEARTLAND TRAIL Suite 2000

MADISON WISCONSIN  
UNITED STATES OF AMERICA 53717

\* DONALD J.  
HARTUNG

NO

700 HEARTLAND TRAIL Suite 2000

MADISON WISCONSIN  
UNITED STATES OF AMERICA 53717

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5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.  
*Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.*

There are no restrictions on the business the Corporation may carry on or on the powers the Corporation may exercise.

6. The classes and any maximum number of shares that the corporation is authorized to issue:

*Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:*

The Corporation is authorized to issue an unlimited number of shares of one class designated as common shares.

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- 
7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:  
Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:

Not applicable.

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8. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:

L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:

The transfer of shares in the capital of the Corporation shall be restricted in the manner provided in Article 9 of these articles.

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Numéro de la compagnie en Ontario

12125519

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9. Other provisions, (if any, are):  
*Autres dispositions, s'il y a lieu:*

The right to transfer securities (including for greater certainty shares), other than non-convertible debt securities of the Corporation, shall be restricted in that no such securities shall be transferred without either:

(a) the consent of the directors of the Corporation, expressed by a resolution passed by the directors or by an instrument or instruments in writing signed by a majority of the directors, which consent may be given either prior or subsequent to the time of transfer of such securities; or

(b) the consent of the holder or holders of shares of the Corporation to which are attached at least a majority of the votes attaching to all shares of the Corporation for the time being outstanding carrying a voting right either under all circumstances or under some circumstances that have occurred and are continuing, expressed by a resolution passed by such holder or holders or by an instrument or instruments in writing signed by such holder or holders, which consent may be given either prior or subsequent to the time of transfer of such securities.

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Ontario Corporation Number  
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10. The names and addresses of the incorporators are  
*Nom et adresse des fondateurs*

First name, initials and last name  
or corporate name

Prénom, initiale et nom de  
famille ou dénomination sociale

Full address for service or address of registered office or of principal place of business  
giving street & No. or R.R. No., municipality and postal code

Domicile élu, adresse du siège social ou adresse de l'établissement principal, y compris  
la rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal

LARRY G. PRICE

700 HARTLAND TRAIL Suite 2000

MADISON WISCONSIN  
UNITED STATES OF AMERICA 53717

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|                                                |                                       |
|------------------------------------------------|---------------------------------------|
| Name of Corporation<br>2240892 ONTARIO LIMITED | Ontario Corporation Number<br>2240892 |
| Request ID<br>12125519                         |                                       |

ADDITIONAL INFORMATION FOR ELECTRONIC INCORPORATION

CONTACT PERSON

|                               |           |
|-------------------------------|-----------|
| First Name                    | Last Name |
| STEPHANIE                     | REAL      |
| Name of Law Firm              |           |
| PASKEN MARTINEAU DUMOULIN LLP |           |

ADDRESS

|                        |                        |             |
|------------------------|------------------------|-------------|
| Street #               | Street Name            | Suite #     |
| 66                     | WELLINGTON STREET WEST | 3600        |
| Additional Information |                        | City        |
|                        |                        | TORONTO     |
| Province               | Country                | Postal Code |
| ONTARIO                | CANADA                 | M5K 1N6     |

TELEPHONE #: 416 865 5415

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|                                                       |                                              |
|-------------------------------------------------------|----------------------------------------------|
| <b>Name of Corporation</b><br>2240892 ONTARIO LIMITED | <b>Ontario Corporation Number</b><br>2240892 |
|                                                       | <b>Request ID</b><br>12125519                |

## ELECTRONIC INCORPORATION TERMS AND CONDITIONS

The following are the terms and conditions for the electronic filing of Articles of Incorporation under the Ontario Business Corporations Act (OBCA) with the Ministry of Government Services. Agreement to these terms and conditions by at least one of the incorporators listed in article 10 of the Articles of Incorporation is a mandatory requirement for electronic incorporation.

- 1) The applicant is required to obtain an Ontario biased or weighted NUANS search report for the proposed name. The applicant must provide the NUANS name searched, the NUANS reservation number and the date of the NUANS report. The NUANS report must be kept in electronic or paper format at the corporation's registered office address.
- 2) All first directors named in the articles must sign a consent in the prescribed form. The original consent must be kept at the corporation's registered office address.
- 3) A Corporation acquiring a name identical to that of another corporation must indicate that due diligence has been exercised in verifying that the Corporation meets the requirements of Subsection 6(1) of Regulation 62 made under the OBCA. Otherwise, the Corporation is required to obtain a legal opinion on legal letterhead signed by a lawyer qualified to practise in Ontario that clearly indicates that the corporations involved comply with Subsection 6(2) of that Regulation by referring to each clause specifically. The original of this legal opinion must be kept at the Corporation's registered office address. The applicant must complete the electronic version of this legal opinion provided by one of the Service Providers under contract with the Ministry.
- 4) The date of the Certificate of Incorporation will be the date the articles are updated to the ONBIS electronic public record database. Articles submitted electronically outside MGS, ONBIS access hours, will receive an endorsement date effective the next business day when the system resumes operation, if the submitted Articles of Incorporation meet all requirements for electronic incorporation. Articles of Incorporation submitted during system difficulties will receive an endorsement date effective the date the articles are updated to the ONBIS system.
- 5) The electronic Articles of Incorporation must be in the format approved by the Ministry and submitted through one of the Service Providers under contract with the Ministry.
- 6) Upon receipt of the Certificate of Incorporation issued by the ONBIS system, a duplicate copy of the Articles of Incorporation with the Ontario Corporation Number and the Certificate of Incorporation must be kept in paper or electronic format. The Ministry will print and microfilm copies of the Certificate of Incorporation, the Articles of Incorporation and any other documentation submitted electronically. These will be considered the true original filed copies.
- 7) The sole responsibility for correctness and completeness of the Articles of Incorporation, and for compliance with the OBCA and all regulations made under it, lies with the incorporator(s) and/or their legal advisor(s), if any.

The incorporator(s) have read the above Terms and Conditions and they understand and agree to them.

I am an incorporator or I am duly authorized to represent and bind the incorporator(s).

First Name  
JANICE

Last Name  
JAVIER

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 DIVISION OF CORPORATIONS  
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