

Document Number Only

F96000006838

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

MG Waldkauer Company

☒ Profit

☐ NonProfit

☐ Limited Liability Co.

☒ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Merger

☐ Mark

☐ Other UCC Filing

☐ Change of R.A.

☐ Fic. Name

☐ CUS

☐ After 4:30

☒ Pick Up

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

PLEASE RETURN EXTRA COPIES
FILE STAMPED

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-01/08/97--01028--006

****200.00 ****200.00

CR2E031 (1-89)



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 24, 1996

CT CORP

SUBJECT: M.G. WALDBAUM COMPANY
Ref. Number: W96000026932

We have received your document for M.G. WALDBAUM COMPANY and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4) or 617.1502(4), F.S., this office is required to collect a penalty of \$1000 for each year this corporation transacted business in Florida prior to qualification and the appropriate annual report fees that would have been due had the corporation qualified the year it began operation in this state.

However, the \$1000 per year penalty fee is waived, pursuant to laws of Florida 96-212, for any corporation that applies for a certificate of authority between July 1, 1996 and December 1, 1996.

The total amount due this office through December 31, 1996 to cover the back annual report(s) is \$200.

If you have any questions concerning the filing of your document, please call (904) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 896A00057144

Hart,

12-26-96

Please backdate
to 12-24. Thanks!

Tamara

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACTION BUSINESS IN FLORIDA**

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

1. M.G. Waldbaum Company

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or
abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person
or partnership if not so contained in the name at present.)

2. Nebraska

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

3. 47-0445304
(FEI number, if applicable)4. June 1, 1959
(Date of incorporation)5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")6. December 22, 1995

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))

7. 5353 Wayzata Blvd., Suite 324
Minneapolis, MN 55416
(Current mailing address)8. Refrigerated Product Distribution Facility
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of
Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation SystemOffice Address: c/o C T Corporation System, 1200 South Pine
Island RoadPlantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Susan J. Wanner
(Registered agent's signature) (Officer)Susan J. Wanner, Resident Secretary
(Type Name and Title of Officer)FILED
96 DEC 24 PM 3:3
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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.

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

A. DIRECTORS

Chairman: Gregg Ostrander
Address: 5353 Wayzata Blvd. Suite 324
Mpls., MN 55416

Vice Chairman: _____
Address: _____

Director: Jeff Shapiro
Address: Same as above

Director: _____
Address: _____

B. OFFICERS

President: Bill Goucher
Address: 5353 Wayzata Blvd Ste. 324
Mpls., MN 55416

Vice President: John D. Reedy
Finance
Address: Same

Secretary: Jeff Shapiro
Address: same

Vice President

~~Signature~~

Brad Cook

Address:

Same as above

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

13.

John Reedy
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

John Reedy Vice-President - Finance

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

**CONSENT RESOLUTIONS OF THE SOLE
SHAREHOLDER AND THE BOARD OF DIRECTORS OF
M. G. WALDBAUM COMPANY**

The undersigned, constituting the sole shareholder and all of the members of the Board of Directors of M. G. Waldbaum Company, a Nebraska corporation (the "Company") do hereby consent to and adopt the following resolutions in writing effective April 1, 1996 and do attest to the due and valid adoption thereof by affixing their signatures hereto:

"RESOLVED, that the following persons be, and the same hereby are, elected as directors of the Company for the ensuing year and until their successors are duly elected and qualified:

Gregg A. Ostrander
Jeffrey M. Shapiro;

and

RESOLVED FURTHER, that the following persons be, and the same hereby are, elected as officers of the Company to the positions set forth opposite their names until their successors are duly elected and qualified:

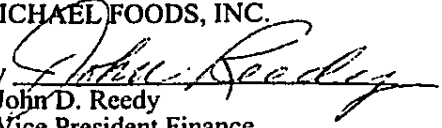
Bill L. Goucher	President
Bradley L. Cook	Vice President
Hershell R. Ball	Vice President - Technical Services
Timothy J. Bebee	Vice President - Live Production
Jeff Walker	Vice President - General Manager Gaylord Plant
Terry L. Baker	Vice President - Production Controller
John D. Reedy	Vice President - Finance
Jeffrey M. Shapiro	Secretary;

and

RESOLVED FURTHER, that all actions taken or omitted by the officers of this Company in connection with affairs of the Company during the preceding year, and not heretofore acted upon, be, and that the same hereby are in all respects ratified and approved."

IN WITNESS WHEREOF, the undersigned have executed these consent minutes as of the day and year first stated above.

**SOLE SHAREHOLDER
MICHAEL FOODS, INC.**

By 
John D. Reedy
Vice President Finance,
Chief Financial Officer
and Treasurer

BOARD OF DIRECTORS


Gregg A. Ostrander

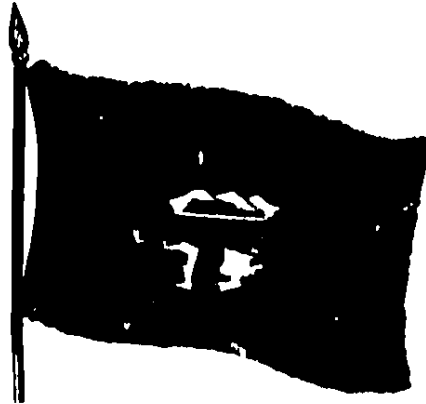

Jeffrey M. Shapiro

STATE OF

NEBRASKA

United States of America,
State of Nebraska

} ss.



Department of State
Lincoln, Nebraska

I, Scott Moore, Secretary of State of the State of Nebraska do hereby
certify;

M. G. WALDBAUM COMPANY

was duly incorporated under the laws of this state on June 1, 1959,
and do further certify that no occupation taxes assessed are unpaid
and no annual reports are delinquent; articles of dissolution have
not been filed; and said corporation is in existence as of the date
of this certificate.

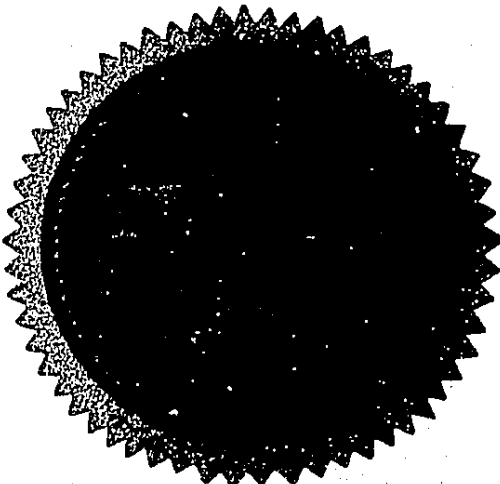
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC 27 PM 3:31

FILED

In Testimony Whereof,

I have hereunto set my hand and
affixed the Great Seal of the State
of Nebraska on December 20
in the year of our Lord, one thousand
nine hundred and ninety-six.



Scott Moore
SECRETARY OF STATE