

P05378

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**KNOX
McLAUGHLIN
GORNALL
& SENNETT**

Attorneys & Counselors

A Professional Corporation

**120 West Tenth Street
Eric, Pennsylvania 16501-1461
814-459-2800
814-453-4530 (fax)**

www.kmgslaw.com

RICHARD H. ZAMBOLDI
HARRY K. THOMAS
JAMES S. BRYAN*
MICHAELA A. BETZNER*
MICHAEL J. VISNOSKY
DONALD E. WRIGHT, JR.
RICHARD W. PERHACS
ROBERT G. DWYER
CHRISTINE HALL McCLURE
R. PERRIN BAKER
CARL N. MOORE
DAVID M. MOSIER
THOMAS A. TUPITZA
GUY C. FUSTINE
BRIAN GLOWACKI*
FRANCIS J. KLEMENSIC
TIMOTHY M. SINNETT
JEFFREY D. SCHETTA
MARK T. WASSELL†
RICHARD A. LANZILLO
JOANNA K. BUDDE
PETER A. PENTZ*
MARK G. CLAYPOOL
THOMAS C. HOFFMAN II*
MARK J. KUJAR
TIMOTHY M. ZIEZIULA
LEIGH ANN ORTON^
JENNIFER E. GORNALL
MARK A. DENLINGER
JEROME C. WEGLEY
PETER W. YOARS, JR.*
BRYAN G. BAUMANN
NEAL R. DEVLIN
JOSEPH E. GULA, III*
NADIA A. HAVARD*
ELLIOT J. EHRENREICH
TIMOTHY S. WACHTER
TIMOTHY D. IANNINI
JEREMY T. TOMAN
JULIA M. HERZING
MICHAEL J. MUSONE
P. BOWMAN ROOT IV
JOSEPH V. BALESTRINO

Of Counsel

HARVEY D. McCLURE

* Also licensed to practice in New York
† Also licensed to practice in Ohio
^ Also licensed to practice in Tennessee
Also licensed to practice in Delaware
• Registered Patent Attorney

**11 Park Street
North East, Pennsylvania 16428
509 North Main Street
Jamestown, New York 14701**

David M. Mosier
dmosier@kmgslaw.com

January 20, 2011

**Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314**

**RE: Dad's Product Company, Inc.
Certificate of Amendment**

Dear Sir or Madam:

Please find enclosed the following in reference to the above entity:

1. Original signed Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida;
2. Pennsylvania Good Standing Certificate; and
3. Check in the amount of \$35.00 made payable to the Florida Secretary of State.

Please return any and all filed documents to the undersigned. If you have any questions, please do not hesitate to contact me.

Very truly yours,

**KNOX McLAUGHLIN GORNALL &
SENNETT, P.C.**

By: David M. Mosier
David M. Mosier

**DMM/ks
Enclosures
937509.v3**

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Dad's Products Company, Inc.
Name of Corporation

DOCUMENT NUMBER: _____

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

David M. Mosier
Name of Contact Person

Knox McLaughlin Gornall & Sennett, P.C.
Firm/Company

120 West Tenth Street
Address

Erie, PA 16501
City/State and Zip Code

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

For further information concerning this matter, please call:

David M. Mosier at (814) 459-2800
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

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

Street Address:

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 27, 2011

DAVID M MOSIER
KNOX MCLAUGHLIN GORNALL & SENNETT, P.C.
120 W TENTH ST
ERIE, PA 16501

SUBJECT: DAD'S PRODUCTS COMPANY, INC.
Ref. Number: P05378

We have received your document for DAD'S PRODUCTS COMPANY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Teresa Brown
Regulatory Specialist II

Letter Number: 411A00002295

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

(Document number of corporation (if known))

1. Dad's Products Company, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Pennsylvania

(Incorporated under laws of)

3. March 21, 1985

(Date authorized to do business in Florida)

FILED
2011 FEB -3 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 8/11/2010

5. Ainsworth Pet Nutrition, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Jim Lang
(Typed or printed name of person signing)

Secretary
(Title of person signing)

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

JANUARY 28, 2011

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

AINSWORTH PET NUTRITION, INC.

I, Carol Alchele, Acting Secretary of the Commonwealth of Pennsylvania

do hereby certify that the foregoing and annexed is a true and correct

copy of

ARTICLES OF AMENDMENT-BUSINESS filed on August 11, 2010

which appear of record in this department.



**IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's Office to
be affixed, the day and year above
written.**

Carol Alchele

Acting Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation

(15 Pa.C.S.)

- ☒ Business Corporation (§ 1915)
☐ Nonprofit Corporation (§ 5915)

Name		
Robert G. Dwyer, Esquire / Knox McLaughlin Gornall & Sennett, PC		
Address		
120 West Tenth Street		
City	State	Zip Code
Erie	PA	16501-1461

Document will be returned to the
name and address you enter to
the left.

←

Commonwealth of Pennsylvania
ARTICLES OF AMENDMENT-BUSINESS 5 Page(s)



T1022347090

Fee: \$70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:

DAD'S PRODUCTS COMPANY, INC.

(Entity No. 87221)

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
Mill & Clay Streets, P.O. Box 451D	Meadville	PA	16335	Crawford

(b) Name of Commercial Registered Office Provider	County
c/o	

3. The statute by or under which it was incorporated: Pennsylvania Business Corporation Law

4. The date of its incorporation: November 13, 1972

5. Check, and if appropriate complete, one of the following:

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on: _____ at _____
Date Hour

PA DEPT. OF STATE

AUG 11 2010

6. Check one of the following:

- ☒ The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

- ☐ The amendment adopted by the corporation, set forth in full, is as follows

- ☒ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

- ☒ The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

28th day of July, 2010.

Dad's Products Company, Inc.

Name of Corporation

Signature

President

Title

AINSWORTH PET NUTRITION, INC.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

The name of the Corporation is AINSWORTH PET NUTRITION, INC.

The address of this Corporation's registered office in this Commonwealth is: 18746 Mill Street, Meadville Pennsylvania 16335 (Crawford County).

The Corporation is incorporated under the provisions of the Business Corporation Law.

The purpose of the Corporation shall be as follows: To buy, or otherwise acquire, to manufacture, market, prepare for market, or sell, deal in and deal with, import and export pet food and pet food products of every class and description; to engage in any business, whether manufacturing or otherwise, which may seem advantageous or useful in connection therewith, and to manufacture, market and prepare for market any article or thing which the Corporation uses in connection with its business; to manufacture, market and prepare for market, buy, sell, deal in and deal with, any article, receptacle, package or other thing which may be useful in connection with the manufacture or marketing, vending or shipping of the products of the Corporation; and unlimited power to engage in and do all lawful acts for which corporations may be organized under the Business Corporation Law of the Commonwealth of Pennsylvania.

The term of the Corporation's existence is perpetual.

The aggregate number of shares which the Corporation shall have authority to issue is 11,000,000 shares. Those shares are divided into 1,000,000 shares of no par value voting common stock and 10,000,000 shares of no par value non-voting common stock. The voting and non-voting common stock shall be identical in all respects, except that the non-voting shares shall carry no right to vote for the election of directors of the Corporation and no right to vote on any matter presented to the Shareholders for their approval, except to the extent that the Business Corporation Law of the Commonwealth of Pennsylvania requires that voting rights be granted to such shares.

These Articles of Incorporation may be amended in the manner prescribed at the time by statute, and all rights conferred upon shareholders in these Articles of Incorporation are granted subject to this reservation.