

CT CORPORATION SYSTEM

BO1000000149

MJH

CORPORATION(S) NAME

Fleming Foods of Texas, L.P.

0

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 APR 24 PM 2:36

FILED

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*****87.50 *****87.50

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|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

4/24/01

Order#: 4020599

Ref#: _____

Amount: \$ _____

NOT RECORDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

2001 APR 24 PM 12:30

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

Florida Department of State, Sandra B. Mortham, Secretary of State

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. Fleming Foods of Texas, L.P.

(Name of limited partnership as it is in the home state)

2. Fleming Foods of Texas, Ltd.

(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Oklahoma

(State of Formation)

4. 12/22/99

(Date of Formation)

5. C T Corporation System

(Name of Registered Agent for Service of Process)

6. c/o C T Corporation System, 1200 South Pine Island Road

(Street Address of Registered Office)

Plantation

(City)

Florida 33324

(Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

C T Corporation System / John J. Linnihan, Asst. V.P.

(Agent must sign on this line)

8. 6525 N. Meridian, Oklahoma City, OK 73116

(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

Fleming Companies, Inc.

1945 Lakepointe Drive, Lewisville, TX 73116

F94-6587

10. Fleming Companies, Inc., 6525 N. Meridian, Oklahoma City, OK 73116

(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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12. Fleming Foods Management Co., L.L.C.

6525 N. Meridian, Oklahoma City, OK 73116

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 9th day of April, 2001

William C. Mee ^{General Partner}
VP, Fleming Companies Inc, Gen. Part.

STATE OF Oklahoma

COUNTY OF Oklahoma

On this 9th day of April, 2001

William C. Mee personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Gaye A. Breedlove
(Notary Public Signature)

Gaye A. Breedlove
(Notary's Printed Name)

Seal

My Commission Expires: August 14, 2004

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED
PARTNERSHIP**

BEFORE ME the undersigned personally appeared William C. Mee
a general partner of Fleming Foods of Texas, L.P., a (an) Oklahoma
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 8,073,450.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 0.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 9th day of April, 1~~st~~ 2001.

W C Mee
William C. Mee General Partner

STATE OF Oklahoma

COUNTY OF Oklahoma

On this 9th day of April, 1~~st~~ 2001,

William C. Mee, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Gaye A. Breedlove
(Notary Public Signature)

Gaye A. Breedlove
(Notary's Printed Name)

Seal

My Commission Expires: August 14, 2004