

BD5000000348

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

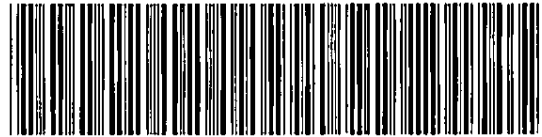
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer

Office Use Only



000363228570



11-1-2003

PAID
10/1/03

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 741470 6729A

AUTHORIZATION : *Lyndee E. Man*

COST LIMIT : \$ 52.50

ORDER DATE : April 1, 2021

ORDER TIME : 12:40 PM

ORDER NO. : 741470-005

CUSTOMER NO: 6729A

FOREIGN FILINGS

NAME: KROGER LIMITED PARTNERSHIP I

☐ CORPORATE
☒ LIMITED PARTNERSHIP
☐ LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Alexxis Weiland -- EXT# 61592

EXAMINER: _____

**AMENDMENT TO CERTIFICATE OF AUTHORITY
FOR
FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:

KROGER LIMITED PARTNERSHIP I

2. Document Number of Foreign Limited Partnership or Limited Liability Limited Partnership: B05000000348

3. The jurisdiction of its formation is: Ohio

4. The date the entity was authorized to transact business in Florida is: August 12, 2005

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.

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

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

Name:

Business Address:

KRGP LLC

1014 Vine Street

☐ Add

☐ Remove

☒ Change

Cincinnati, OH 45201

☐ Add

☐ Remove

☐ Change

☐ Add

☐ Remove

☐ Change

☐ Add

☐ Remove

☐ Change

☐ Add

☐ Remove

☐ Change

☐ Add

☐ Remove

☐ Change

6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

☐ The entity elects to be a limited liability limited partnership.


☐ The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days olds, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. Effective date, if other than the date of filing: _____ (optional)
(If an effective date is listed, the date must be specific and cannot be prior to date of filing or more than 90 days after filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Signature of a general partner:



Typed or printed name:

Dorothy D. Roberts, Assistant Secretary, KRGP LLC

Filing Fee: \$52.50

Certified Copy (optional): \$52.50

Certificate of Status (optional): \$8.75

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF SECRETARY OF STATE

I, Frank LaRose, Secretary of State of the State of Ohio, do hereby certify that the paper to which this is attached is a true and correct copy from the original record now in my official custody as Secretary of State.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
4th day of February, A.D. 2021.*

Ohio Secretary of State

A handwritten signature in cursive script, appearing to read "Frank LaRose".

Validation Number:

202103502650



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
01/28/2021	202102801000	Conversion Within SOS Records (CVS)	89.00	300.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

THE KROGER CO.
1014 VINE STREET
CINCINNATI, OH 45202

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Frank LaRose
992246

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

KRG PLLC

and, that said business records show the filing and recording of:

Document(s)

Conversion Within SOS Records

Effective Date: 01/30/2021

CHANGE BUSINESS TYPE DOM. PROFIT LIM. LIAB. CO.

Document No(s):

202102801000



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
28th day of January, A.D. 2021.

Frank LaRose
Ohio Secretary of State

Form 700 Prescribed by:



Toll Free: 877.767.3453 | Central Ohio: 614.466.3910

OhioSoS.gov | business@OhioSoS.gov

File online or for more information: OhioBusinessCentral.gov

Certificate for Conversion for Entities Converting Within or Off the Records of the Ohio Secretary of State

Filing Fee: \$99
Form Must Be Typed

(CHECK ONLY ONE (1) BOX)

(1) ☒ Converting Within The Records of the Ohio
Secretary of State

(2) ☐ Converting Off The Records of the Ohio
Secretary of State (187-VXX)

Name of the converting entity

KRGP INC.

Jurisdiction of Formation

OHIO

Charter/Registration Number

992246

The converting entity is a:
(Check Only (1) One Box)

☐ Domestic Nonprofit Corporation

☒ Domestic For-Profit Corporation

☐ Foreign Nonprofit Corporation

☐ Foreign For-Profit Corporation

☐ Domestic Nonprofit Limited Liability Company

☐ Foreign Nonprofit Limited Liability Company

☐ Domestic For-Profit Limited Liability Company

☐ Foreign For-Profit Limited Liability Company

☐ Partnership

☐ Domestic Limited Partnership

☐ Foreign Limited Partnership

☐ Domestic Limited Liability Partnership

☐ Foreign Limited Liability Partnership

The converting entity hereby states that it has complied with all laws in the jurisdiction under which it exists
and that those laws permit the conversion.

Name of the converted entity	<div style="border: 1px solid black; padding: 2px;">KRGP LLC</div>		
Jurisdiction of Formation	<div style="border: 1px solid black; padding: 2px;">Ohio</div>		
The converted entity is a: (Check Only (1) One Box)			
<input type="checkbox"/> Domestic For-Profit Corporation <input type="checkbox"/> Domestic Professional Association If Domestic For-Profit Corporation OR Domestic Professional Association, please indicate total number of shares <div style="border: 1px solid black; width: 80px; height: 20px; display: inline-block; vertical-align: middle;"></div>			
<input type="checkbox"/> Foreign Nonprofit Corporation <input type="checkbox"/> Foreign For-Profit Corporation <input type="checkbox"/> Domestic Nonprofit Limited Liability Company <input type="checkbox"/> Foreign Nonprofit Limited Liability Company <input checked="" type="checkbox"/> Domestic For-Profit Limited Liability Company <input type="checkbox"/> Foreign For-Profit Limited Liability Company		<input type="checkbox"/> Partnership <input type="checkbox"/> Domestic Limited Partnership <input type="checkbox"/> Foreign Limited Partnership <input type="checkbox"/> Domestic Limited Liability Partnership <input type="checkbox"/> Foreign Limited Liability Partnership	

Effective Date (Optional)	<div style="border: 1px solid black; padding: 2px;">01/30/2021</div>	(The conversion is effective upon the filing of this certificate or on a later date specified in the certificate)	
Name and address of the person or entity that will provide a copy of the declaration of conversion upon written request.			
<div style="border: 1px solid black; padding: 2px;">The Kroger Co. Attn: Law Department</div>			
Name			
<div style="border: 1px solid black; padding: 2px;">1014 Vine Street</div>			
Mailing Address			
<div style="border: 1px solid black; padding: 2px;">Cincinnati</div>	<div style="border: 1px solid black; padding: 2px;">Ohio</div>	<div style="border: 1px solid black; padding: 2px;">45202</div>	
City	State	Zip Code	

Required information that must accompany conversion certificate if box 2 is checked			
If the converting entity is a domestic or foreign entity that will not be licensed in Ohio, provide the name and address of the statutory agent upon whom any process, notice or demand may be served.			
<div style="border: 1px solid black; height: 20px;"></div>			
Name of Statutory Agent			
<div style="border: 1px solid black; height: 20px;"></div>			
Mailing Address			
<div style="border: 1px solid black; padding: 2px;"></div>	<div style="border: 1px solid black; padding: 2px;">OH</div>	<div style="border: 1px solid black; padding: 2px;"></div>	
City	State	ZIP Code	

See instructions for additional filing requirements if

- (1) the conversion creates a new domestic entity,
- (2) the converted entity is a foreign entity that desires to transact business in Ohio; or
- (3) if a domestic corporation or foreign corporation licensed in Ohio is the converting entity.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Must be signed by an authorized representative.

Dorothy D. Roberts

Signature

By (if applicable)

Dorothy D. Roberts

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

Ohio

Department of Taxation

PO Box 182382
Columbus, OH 43218-2382
tax.ohio.gov

Date: January 28, 2021

Thomas M Zaino
C/O Zaino Hall & Parrin LLC
41 S High St. Ste 3600
Columbus, OH 43215
USA

Re: Certificate of Tax Clearance
Entity Name: KRGP INC
Charter# 992246
Certificate Issue Date: January 28, 2021

Dear Taxpayer:

This certificate, when timely presented to the Ohio Secretary of State, will provide the necessary guarantee that all taxes administered by the tax commissioner that are required to be filed and paid to the Ohio Department of Taxation (Department) have been satisfied or adequately guaranteed up to the issue date indicated on the certificate. This certificate does not preclude the Department from issuing a bill and/or assessment against the entity for any tax returns and tax liabilities that become due after the certificate issue date or as a result of an examination, audit, or appeal for any period ending prior to the date of dissolution with the Ohio Secretary of State.

Additionally, to the extent the entity listed is a member of a commercial activity tax combined or consolidated elected group for any portion of a tax period for which the CAT return and payment are not yet due, the entity remains responsible for supplying its taxable gross receipts to the primary filer prior to the due date of the CAT return and such taxable gross receipts must be included by the primary filer when filing their CAT return for this period. This certificate of tax clearance does not release any member or the primary filer of a combined or consolidated elected taxpayer group from joint and several liability or any surviving or converted entities from successor liability.

The Certificate of Tax Clearance is valid for 30 days from the date of issuance as indicated on the enclosed certificate and must be filed along with all forms prescribed by the Ohio Secretary of State.



Jeffrey A McClain
Tax Commissioner

If you have any questions, please contact us.

Tax Release Unit
P.O. Box 182382
Columbus, OH 43218-2382
Phone: 888-405-4039
Facsimile: 206-984-0378

Form 533A Prescribed by:



Toll Free: 877.767.3453 | Central Ohio: 614.468.3910

OhioSoS.gov | business@OhioSoS.gov

File online or for more information: OhioBusinessCentral.gov

Articles of Organization for a Domestic Limited Liability Company

Filing Fee: \$99

Form Must Be Typed

CHECK ONLY ONE (1) BOX

(1) Articles of Organization for Domestic
☒ For-Profit Limited Liability Company
(115-LCA)

(2) Articles of Organization for Domestic
☐ Nonprofit Limited Liability Company
(115-LCA)

Name of Limited Liability Company **KRGP LLC**

(Name must include one of the following words or abbreviations:
"limited liability company", "limited", "LLC", "L.L.C.", "Ltd.", or "Ltd.")

Optional: Effective Date (MM/DD/YYYY) **01/30/2021**

(The legal existence of the corporation begins upon the
filing of the articles or on a later date specified that is not
more than ninety days after filing.)

Optional: This limited liability company shall exist for
Period of Existence

Optional: Purpose

**** Note for Nonprofit LLCs**

The Secretary of State does not grant tax exempt status. Filing with our office is not sufficient to obtain state or federal tax exemptions. Contact the Ohio Department of Taxation and the Internal Revenue Service to ensure that the nonprofit limited liability company secures the proper state and federal tax exemptions. These agencies may require that a purpose clause be provided. **

Original Appointment of Statutory Agent

The undersigned authorized member(s), manager(s) or representative(s) of

KRGP LLC

(Name of Limited Liability Company)

hereby appoint the following to be Statutory Agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is:

Corporation Service Company

(Name of Statutory Agent)

50 West Broad Street, Suite 1330

(Mailing Address)

Columbus

(Mailing City)

OH

(Mailing State)

43215

(Mailing ZIP Code)

Acceptance of Appointment

The Undersigned, Corporation Service Company, named herein as the

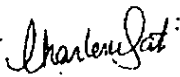
(Name of Statutory Agent)

Statutory agent for KRGP LLC

(Name of Limited Liability Company)

hereby acknowledges and accepts the appointment of statutory agent for said limited liability company.

Statutory Agent Signature



Charlene Sati, Assistant Secretary

(Individual Agent's Signature / Signature on Behalf of Business Serving as Agent)

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Articles and original appointment of agent must be signed by a member, manager or other representative.

If the authorized representative is an individual, then they must sign in the "signature" box and print his/her name in the "Print Name" box.

If the authorized representative is a business entity, not an individual, then please print the entity name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print his/her name and title/authority in the "Print Name" box.

Dorothy D. Roberts
Signature

By (if applicable)

Dorothy D. Roberts
Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

Complete the information in this section.

AFFIDAVIT

In lieu of dissolution releases from various governmental authorities.

KRGP Inc.

Name of Corporation

The undersigned, being first duly sworn, declares that on the dates indicated below, each of the named state governmental agencies was advised IN WRITING of the scheduled date of filing of the Certificate and was advised IN WRITING of the acknowledgement by the corporation of the applicability of the provisions of section 1701.95 of the ORC.

Agency Ohio Bureau of Workers' Compensation 30 W. Spring Street Columbus, Ohio 43215	Date Notified (MM/DD/YYYY) 01/21/2021	Agency Ohio Job & Family Services Status and Liability Section Data Correspondence Control Fax: 614-752-4811 Phone: 614-466-2319	Date Notified (MM/DD/YYYY) 01/21/2021
* Only required for domestic for-profit corporations		Overnight Address: P.O. Box 182413 Columbus, OH 43218-2413	Regular Address: P.O. Box 182413 Columbus, OH 43218-2413
Agency Ohio Department of Taxation Taxpayer Services/Tax Release Unit P.O. Box 182382 Columbus, OH 43218-2382 Dissolution@tax.state.oh.us	Date Notified (MM/DD/YYYY)	<input type="checkbox"/> The corporation is not required to pay or the department of taxation has not assessed any personal property tax.	
<p>* Complete this date notified field only if the corporation is a domestic non-profit corporation or foreign corporation. * Note: Domestic for-profit corporations must submit with this filing a Certificate of Tax Clearance issued by the Ohio Department of Taxation.</p>			

Note: This affidavit must be signed by one or more persons executing the certificate or by an officer of the corporation.

Signature

Dorothy D. Roberts

Title

Assistant Secretary

Dorothy D. Roberts

Name

c/o The Kroger Co., 1014 Vine Street

Mailing Address

Cincinnati

City

Ohio

State

45202

ZIP Code

Seal

Sworn to and subscribed in my presence on this date (MM/DD/YYYY)

01/28/2021



DEBORAH MOORE
Notary Public, State of Ohio
My Commission Expires
April 24, 2024

Deborah Moore
Notary Public

Date Commission Expires (MM/DD/YYYY)

4/24/2024

AFFIDAVIT OF PERSONAL PROPERTY

State of Ohio

County of Hamilton

Dorothy D. Roberts
Name of Officer

Assistant Secretary
Title of Officer

of KRGP Inc.
Name of Corporation

and that this affidavit is made in compliance with Ohio Revised Code Section 1701.86(H)

That above-named corporation: (Check one (1) of the following)

- ☐ Has no personal property in any county in Ohio
- ☐ Is the type required to pay personal property taxes to state authorities only
- ☒ Has personal property in the following county (ies)

Hamilton
County

County

County

Signature Dorothy D. Roberts

Title Assistant Secretary

Sworn to and subscribed in my presence on this date (MM/DD/YYYY) 01/28/2021

Seal



DEBORAH MOORE
Notary Public, State of Ohio
My Commission Expires
April 24, 2024

Deborah Moore
Notary Public

Date Commission Expires (MM/DD/YYYY) 4/24/2024