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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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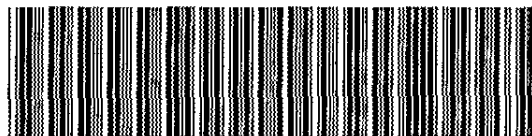
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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BPC

CT CORPORATION

November 14, 2002

Secretary of State, Florida
409 East Gaines Street
N/A
Tallahassee FL 32399

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 85663278 WO
Customer Reference 1: Schwan's Consumer Brands
Customer Reference 2: SCBNA Qualification

Dear Secretary of State, Florida:

Please file the attached:

Schwan's Consumer Brands North America, Inc. (MN)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan
Manager Fulfill Ctr
Connie_Bryan@cch-lis.com

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

**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. Schwan's Consumer Brands North America, Inc.
(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. Minnesota 3. 47-0885794
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 08/13/2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 607.155, F.S.)

7. 115 West College Drive, Marshall, MN 56258
(Principal office address)

same
(Current mailing address)

8. Wholesale sale of frozen food products.
(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 or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation Florida 33324
(City) (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.

By: Cathie Duel **Cathie Duel**
C T Corporation System **Assistant Secretary**
(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.

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

A. DIRECTORS

SEE ATTACHMENT

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE FLORIDA

B. OFFICERS

SEE ATTACHMENT

President: M. Lenny Pippin

Address: 115 West College Drive

Marshall, MN 56258

Vice President: _____

Address: _____

Secretary: Brian Sattler

Address: 115 West College Drive Marshall, MN 56258

Treasurer: _____

Address: _____

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

13. 

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

14. Brian Sattler, Secretary

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

Attachment to Florida

Officers & Directors

-
- | | | |
|----|-------------------|------------------------|
| 1. | Full Name: | M. Lenny Pippin |
| | Officer/Director: | Officer |
| | Officer's Title: | President and CEO |
| | Business Address: | 115 West College Drive |
| | City: | Marshall |
| | State: | MN |
| | ZIP Code: | 56258 |
| | | |
| 2. | Full Name: | Tracy Burr |
| | Officer/Director: | Officer |
| | Officer's Title: | CFO |
| | Business Address: | 115 West College Drive |
| | City: | Marshall |
| | State: | MN |
| | ZIP Code: | 56258 |
| | | |
| 3. | Full Name: | Brian Sattler |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | Secretary |
| | Business Address: | 115 West College Drive |
| | City: | Marshall |
| | State: | MN |
| | ZIP Code: | 56258 |

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TALLAHASSEE, FLORIDA

State of Minnesota

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Certificate of Good Standing

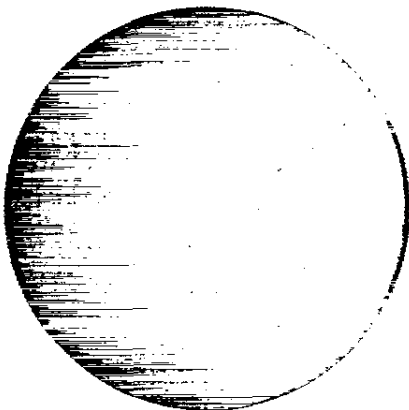
I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Schwan's Consumer Brands North America, Inc

Date Formed: 08/13/2002

Chapter Governed By: 302A

This certificate has been issued on 11/13/02.



Mary Kiffmeyer
Secretary of State.

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