

FC60000001255

Division of Corporations

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Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

McKee Foods Kingman, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**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. McKee Foods Kingman, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. Arizona 3. 73-1630379
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 5, 2002 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2675 West Oatman Road, Kingman, AZ 86413-7701
(Principal office address)

10260 McKee Road, Collegedale, TN 37315
(Current mailing address)

8. licensing of intellectual property
(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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 S. 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.

Connie Brown

(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.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

A. DIRECTORS

Chairman: Debra E. McKee

Address: 10260 McKee Road, Collegedale, TN 37315

Vice Chairman: Christopher T. McKee

Address: 10260 McKee Road, Collegedale, TN 37315

Director: Russell E. McKee, Jr.

Address: 10260 McKee Road, Collegedale, TN 37315

Director: Joe W. Davis, Jr.

Address: 10260 McKee Road, Collegedale, TN 37315

B. OFFICERS

President: Debra E. McKee

Address: 10260 McKee Road, Collegedale, TN 37315

Vice President: See attached addendum

Address: _____

Secretary: and Vice President - Joe W. Davis, Jr.

Address: 10260 McKee Road, Collegedale, TN 37315

Treasurer: and Vice President, CFO - Barry S. Patterson

Address: 10260 McKee Road, Collegedale, TN 37315

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

13. Joe W. Davis, Jr.

(Signature of Director or Officer listed in number 12 of the application)

14. Joe W. Davis, Jr., Corporate Secretary and Vice President

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

SECRETARY OF STATE
TALLAHASSEE FLORIDA

OF
MCKEE FOODS KINGMAN, INC.

Vice President: Christopher T. McKee
10260 McKee Road
Collegedale, TN 37315

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION
CERTIFICATE OF GOOD STANDING

To all to whom these presents shall come, greeting:

I, Brian C. McNeil, Executive Director of the Arizona Corporation Commission, do hereby certify that

MCKEE FOODS KINGMAN, INC.

a domestic corporation organized under the laws of the State of Arizona, did incorporate on March 5, 2002.

I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said corporation is not administratively dissolved for failure to comply with the provisions of the Arizona Business Corporation Act; and that its most recent Annual Report, subject to the provisions of A.R.S. sections 10-122, 10-123, 10-125 & 10-1622, has been delivered to the Arizona Corporation Commission for filing; and that the said corporation has not filed Articles of Dissolution as of the date of this certificate.

This certificate relates only to the legal existence of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 27th Day of February, 2008, A. D.

Handwritten signature of Brian C. McNeil.
Executive Director

Order Number: 51110