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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

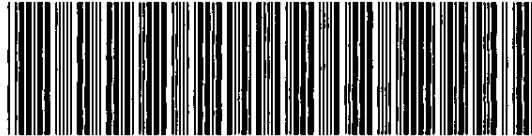
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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gf 11/7/08

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COVER LETTER

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TO: New Filing Section
Division of Corporations

SUBJECT: The Folgers Coffee Distributing Company
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Bob Kenner

(Name of Person)

The Folgers Coffee Distributing Company

(Firm/Company)

1 Strawberry Lane

(Address)

Orrville, OH 44667-0280

(City/State and Zip code)

For further information concerning this matter, please call:

Bob Kenner at (330) 684-3532

(Name of Person)

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

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

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

The Folgers Coffee Distributing Company

Explanation of Registration

The Folgers Coffee Distributing Company has been a shell entity since it's incorporation on January 18, 2008. No assets or liabilities exist within this entity and no activity has taken place. The legal entity was created with the intention of moving the coffee activity within Procter & Gamble Distributing Company to The Folgers Coffee Distributing Company upon the reorganization and merger into The JM Smucker Company on 11/5/08.

As of 11/6/08, this entity will begin operations for the first time.

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**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. The Folgers Coffee Distributing Company
(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. Delaware 3. 26-1825650
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1/18/2008 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. 1 Strawberry Lane, Orrville, OH 44667
(Principal office address)

(Current mailing address)

8. Distribution and sales of coffee
(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: 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.

C T Corporation System

By: 
(Registered agent's signature)
Gil S. Apelis, Asst. Secretary

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

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A. DIRECTORS

Chairman: see attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Mark R. Belgya

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

14. Mark Belgya, CFO

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

THE FOLGERS COFFEE DISTRIBUTING COMPANY	
INDIVIDUAL	POSITION
Vincent C. Byrd	President & Director
Dennis Armstrong	Vice President
Robert Fox	Vice President
Dave Lemmon	Vice President
Larry Herman	Vice President
Mark R. Belgya	CFO & Treasurer
Debra A. Marthey	Assistant Treasurer
M. Ann Harlan	Secretary
Jeannette L. Knudsen	Assistant Secretary

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THE FOLGERS COFFEE DISTRIBUTING COMPANY	
INDIVIDUAL	POSITION
Tim Smucker	Director
Richard Smucker	Director
Vincent C. Byrd	Director

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE FOLGERS COFFEE DISTRIBUTING COMPANY" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF OCTOBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6929067

DATE: 10-23-08