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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

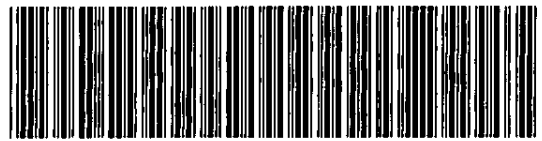
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers MAY 21 2010

10-2494

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: EARTH FARE, INC.
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," or "Certificate of Good Standing" 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:

Teresa Howell

Name of Person

EARTH FARE, INC.

Firm/Company

145 Cane Creek IND. PARK Drive, suite 150

Address

Fletcher, NC 28732

City/State and Zip code

Teresa. Howell@earthfare.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Teresa Howell

Name of Person

at (828) 281-4800

Area Code & Daytime Telephone Number

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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

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. EARTH FARE, 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. NC 3. 56-1443936
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JUNE 1984 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 145 Cane Creek IND. PARK DRIVE, Suite 150 Fletcher, NC 28732
(Principal office address)

145 Cane Creek IND. PARK DRIVE, Suite 150 Fletcher, NC 28732
(Current mailing address)

8. RETAIL GROCERY STORE BUSINESS
(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 SOUTH PINE ISLAND Road
PLANTATION, Florida 33324
(City) (Zip code)

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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.

Ternell Kearney Ternell Kearney Asst. 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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: John Edward Murphy

Address: 24 Village Oak Drive

Arden, NC 28704

Vice President: GARY JAMES JONES

Address: 268 Riverview Drive

Ashville, NC 28806

Secretary: GARY JAMES JONES

Address: 268 Riverview Drive, Ashville, NC 28806

Treasurer: GARY JAMES JONES

Address: 268 Riverview Drive, Ashville, NC 28806

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

13. _____

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

14. GARY JAMES JONES - V.P. / Secretary / Treasurer

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

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NORTH CAROLINA

Department of The Secretary of State

CERTIFICATE OF EXISTENCE

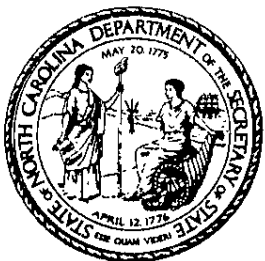
I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify that

EARTH FARE, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 18th day of June, 1984, with its period of duration being Perpetual.

I FURTHER certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 has been delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 19th day of May, 2010.

Elaine F. Marshall

Secretary of State