

# F12000003114

Florida Department of State  
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FOREIGN PROFIT/NONPROFIT CORPORATION  
GFA BRANDS, INC.

Certificate of Status	0
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T. Burch JUL 27 2012

**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.*

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STATE  
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1. GFA Brands, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Ino.," "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

(State or country under the law of which it is incorporated)

3. \_\_\_\_\_

(FBI number, if applicable)

4. February 5, 2004

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

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

7. 115 West Century Road, Suite 260, Paramus, NJ 07652

(Principal office address)

115 West Century Road, Suite 260, Paramus, NJ 07652

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the DGCL.

(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: \_\_\_\_\_

**Madonna Cuddihy**  
**Special 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**

Chairman: Stephen B. Hughes (sole director)

Address: 115 West Century Road, Suite 260, Paramus, NJ 07652

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: See Attached

Address: 115 West Century Road, Suite 260, Paramus, NJ 07652

Vice President: See Attached

Address: 115 West Century Road, Suite 260, Paramus, NJ 07652

Secretary: See Attached

Address: 115 West Century Road, Suite 260, Paramus, NJ 07652

Treasurer: See Attached

Address: 115 West Century Road, Suite 260, Paramus, NJ 07652

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

13.   
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true, and that he or she is aware that false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.133, P.S.

14. Terrence S. Schulke, President  
(Typed or printed name and capacity of person signing application)

## GFA BRANDS, INC. OFFICERS and DIRECTOR LISTS

### **GFA Brands, Inc. Officers**

as of May 22, 2012

NAME	ELECTED OFFICES
Stephen B. Hughes ✓	Chief Executive Officer
Terrence S. Schulke ✓	President and Chief Operating Officer
Peter L. Dray /	Chief Innovation Officer
Christine Sacco /	Chief Financial Officer, Treasurer, and Assistant Secretary
Norman J. Matar /	Executive Vice President, General Counsel, and Secretary
Howard B. Seiferas /	Senior Vice President, Sales Service and Logistics
Bo-Erick Meissner	Senior Vice President, Finance and Treasury, and Assistant Treasurer
Timothy R. Kraft	Senior Vice President, Associate General Counsel, and Assistant Secretary
Kenneth W. Messick	Senior Vice President and Chief Customer Officer
John Becker	Senior Vice President, General Manager – Smart Balance Brand
Stanley Primozich	Senior Vice President, General Manager – Earth Balance / Bestlife Brands
Terrence McIntyre	Senior Vice President, General Manager – Glutino
Terence Dalton	Senior Vice President, Business Development and Acquisition Integration
Marie Gambon	Vice President for People
Christina Calabrese	Vice President, Controller and Chief Accounting Officer
William J. Keane	Vice President, Operations Planning and Project Implementation
David P. McCarty	Vice President, Operations
Chris L. Appel	Vice President, Quality and Commercialization
Donald J. Perella	Vice President, Commercial Operations Finance
David W. Wachnuik	Vice President, Operations Finance
Frederick Webster	Vice President, General Manager – Natural Sales (East)
Wendy Acheson	Vice President, General Manager – Natural Sales (West)
Jeffrey A. Scroggins	Vice President, General Manager – Wal-Mart and Costco
Howard M. Lazar	Vice President, General Manager – Northeast
Joseph A. Gancio	Vice President, General Manager – South
Gerald E. Edel	Vice President, General Manager – Midwest
Timothy Siegel	Vice President, General Manager – West
Brett Meltzer	Vice President, General Manager – Commercial Development

### **GFA Brands, Inc. Sole Director**

as of May 22, 2012

NAME	ELECTED OFFICES
Stephen B. Hughes	Sole Director

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GFA BRANDS, INC." 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-FIFTH DAY OF JULY, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

FILED  
12 JUL 26 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9735105

DATE: 07-25-12