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### **COVER LETTER**

TO:	Amendment Section Division of Corporations
SUBJ	Franklin Foods Holdings, Inc.
	Name of Corporation
DOC	MENT NUMBER: F12000004200
The er	closed Amendment and fee are submitted for filing.
Please	return all correspondence concerning this matter to the following:
Arline	P. Duffy, Esq.
	Name of Contact Person
Sheeho	Furlong & Behm P.C.
	Firm/Company
P.O. B	x 66
	Address
Burling	ton, VT 05402-0066
	City/State and Zip Code
-	Sheeheyvt.com
E	mail address: (to be used for future annual report notification)
For fu	ther information concerning this matter, please call:
Arline	P. Duffy, Esq. 802 864-9891 at ( )
	Name of Contact Person Area Code & Daytime Telephone Number
Enclos	ed is a check for the following amount:
<u></u> :	S43.75 Filing Fee & Certificate of Status  S43.75 Filing Fee & Certificate of Status (Additional copy is enclosed)  S43.75 Filing Fee & Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address: Amendment Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Street Address: Amendment Section Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301

# PROFIT CORPORATION APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMERICAN APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA (Pursuant to s. 607.1504, F.S.) APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO

#### SECTION I (1-3 MUST BE COMPLETED)

F12000004200		
(Document number of corporation (if known)		
Franklin Foods Holdings, Inc.		
(Name of corporation	as it appears on the records of the Department of State)	
2. Delaware	3. 10/15/2012 (Date authorized to do business in Florida)	
(incorporated under laws of)	(Date authorized to do business in Florida)	
(4-7 COMPI	SECTION II LETE ONLY THE APPLICABLE CHANGES)	
4. If the amendment changes the name of th	e corporation, when was the change effected under the laws of	
its jurisdiction of incorporation? November	er 1, 2017	
5 Franklin Foods, Inc.		
(Name of corporation after the amendmen appropriate abbreviation, if not contained	nt, adding suffix "corporation," "company," or "incorporated," or ed in new name of the corporation)	
(If new name is unavailable in Florida, en business in Florida)	ter alternate corporate name adopted for the purpose of transacting	
6. If the amendment changes the period of d	duration, indicate new period of duration.	
	(New duration)	
7. If the amendment changes the jurisdiction	n of incorporation, indicate new jurisdiction.	
	(New jurisdiction)	
	imilar import, evidencing the amendment, authenticated not more than n to the Department of State, by the Secretary of State or other official purisdiction under the laws of which it is incorporated.	
Atu	director, president or other officer - if in the hands	
(Signature of a of a receiver o	director, president or other Africar - if in the hands or other court appointed fiduciary, by that fiduciary)	
Steven Schonberg	Treasurer	
(Typed or printed name of person sign	ning) (Title of person signing)	

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT

COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"FRANKLIN FOODS WEST, INC.", A DELAWARE CORPORATION,
"FRANKLIN FOODS, INC.", A VERMONT CORPORATION,

WITH AND INTO "FRANKLIN FOODS HOLDINGS, INC." UNDER THE NAME
OF "FRANKLIN FOODS, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 2017,
AT 8:36 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF

THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF

NOVEMBER, A.D. 2017 AT 12:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

Authentication: 203483674

Date: 10-30-17

5206867 8100M SR# 20176813523

## State of Delaware Certificate of Merger

Pursuant to Section 251 and 252 of the Delaware General Corporation Law (the "DGCL"), the undersigned corporation executed the following Certificate of Merger.

- 1. The name of each constituent corporation is Franklin Foods West, Inc., a Delaware corporation, Franklin Foods, Inc. a Vermont corporation, and Franklin Foods Holdings, Inc., a Delaware corporation.
- 2. The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.
- 3. The name of the surviving corporation is Franklin Foods Holdings, Inc., a Delaware corporation whose Certificate of Incorporation shall be amended to change the name of the surviving corporation to Franklin Foods, Inc., a Delaware corporation. The Certificate of Incorporation of the surviving corporation shall remain otherwise as in effect immediately prior to the merger.
  - 4. The merger is to become effective 12:01am on November 1, 2017.
- 5. The Agreement of Merger is on file at 2500 North Military Trail, Suite 320, Boca Raton, FL 33431, the principal place of business of the surviving corporation.
- 6. A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.
- 7. The authorized stock and par value of the non-Delaware corporation is 100,000 shares at \$1.0 par value.

IN WITNESS WHEREOF, the surviving corporation has caused this certificate to be signed by an authorized officer, the 25 th of October, 2017.

FRANKLIN FOODS HOLDINGS, INC

Name: Steven Schonberg

Title: Treasurer