

F12000004200

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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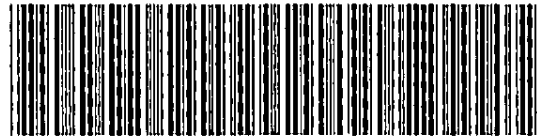
(Business Entity Name)

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C. GOLDEN

NOV 08 2017

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Franklin Foods Holdings, Inc.
Name of Corporation

DOCUMENT NUMBER: F12000004200

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Arlene P. Duffy, Esq.

Name of Contact Person

Sheehey Furlong & Behm P.C.

Firm/Company

P.O. Box 66

Address

Burlington, VT 05402-0066

City/State and Zip Code

aduffy@sheeheyvt.com

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

For further information concerning this matter, please call:

Arlene P. Duffy, Esq.

at (802) 864-9891

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐

\$35.00 Filing Fee

☒

\$43.75 Filing Fee &
Certificate of Status

☐

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐

\$52.50 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

2017 NOV -2 4:41:12
FILED
U.S. DISTRICT COURT
MIDDLE DISTRICT OF FLORIDA
TAMPA
AMENDMENT TO
S IN FLORIDA

F12000004200

Franklin Foods Holdings, Inc.

2. Delaware

3 10/15/2012

5 Franklin Foods, Inc.

(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.




Jeffrey W. Bullock, Secretary of State

5206867 8100M
SR# 20176813523

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

Authentication: 203483674
Date: 10-30-17

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 \$.10 par value.

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

FRANKLIN FOODS HOLDINGS, INC.

By: 

Name: Steven Schonberg

Title: Treasurer