

F14 00000 2266

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

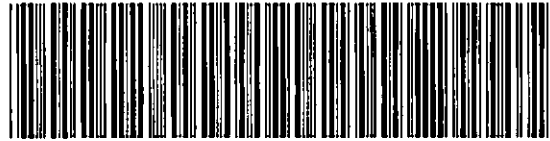
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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02-24-2020 11:51:11 AM

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2020 FEB 24 PM 3:58

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Amend/Name
chg

MAR 18 2020
1 ALBRITTON

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Pinnacle Agriculture Distribution, Inc.

Name of Corporation

DOCUMENT NUMBER: _____

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mary Haggerty

Name of Contact Person

Simplot AB Retail Sub. Inc.

Firm/Company

P.O. Box 9296

Address

Boise, Idaho 83707-3296

City/State and Zip Code

mary.haggerty@simplot.com

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

For further information concerning this matter, please call:

Mary Haggerty

at (208) 780-0266

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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

SECTION I
(1-3 MUST BE COMPLETED)

F14000002266

(Document number of corporation (if known))

1. Pinnacle Agriculture Distribution, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Mississippi

(Incorporated under laws of)

3. 05/16/2014

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 01/17/2020

5. Simplot AB Retail Sub, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Delaware

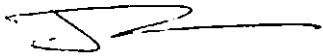
(New jurisdiction)

8. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
Director	Douglas M. Stone	1099 W. Front Street	<input checked="" type="checkbox"/> Add
		Boise, Idaho 83702	<input type="checkbox"/> Remove
CFO/Treasurer and Director	Jana L. Owens	1099 W. Front Street	<input checked="" type="checkbox"/> Add
		Boise, Idaho 83702	<input type="checkbox"/> Remove
President and Director	T. Troy Bolt	1099 W. Front Street	<input checked="" type="checkbox"/> Add
		Boise, Idaho 83702	<input type="checkbox"/> Remove
Secretary	James B. Alderman	1099 W. Front Street	<input checked="" type="checkbox"/> Add
		Boise, Idaho 837092	<input type="checkbox"/> Remove
	See attached		<input type="checkbox"/> Add
			<input checked="" type="checkbox"/> Remove

10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

James B. Alderman

(Typed or printed name of person signing)

Secretary

(Title of person signing)

FILING FEE \$35.00

President/Director	Robert Marchbank 1880 Fall River Drive, Suite 100 Loveland, CO 80538	Remove
Secretary	Beverly Gates 1880 Fall River Drive, Suite 100 Loveland, CO 80538	Remove
Treasurer	Justin S. Ballek 1880 Fall River Drive, Suite 100 Loveland, CO 80538	Remove
CFO	Mark Pedro 1880 Fall River Drive, Suite 100 Loveland, CO 80538	Remove
VP/Director	Dean Williams 1880 Fall River Drive, Suite 100 Loveland, CO 80538	Remove

Delaware

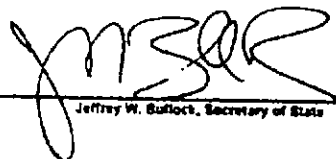
The First State

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 CONVERSION OF A MISSISSIPPI CORPORATION UNDER THE NAME OF "PINNACLE AGRICULTURE DISTRIBUTION, INC." TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "PINNACLE AGRICULTURE DISTRIBUTION, INC." TO "SIMPLOT AB RETAIL SUB, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JANUARY, A.D. 2020, AT 8:44 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

7805107 8100F
SR# 20200354734

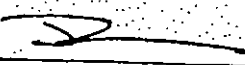
You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202209583
Date: 01-17-20

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE CORPORATION
TO A DELAWARE CORPORATION
PURSUANT TO SECTION 265 OF THE
DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Non-Delaware Corporation first formed is Mississippi
- 2.) The jurisdiction immediately prior to filing this Certificate is Mississippi
- 3.) The date the Non-Delaware Corporation first formed is 08/22/2012
- 4.) The name of the Non-Delaware Corporation immediately prior to filing this Certificate is Pinnacle Agriculture Distribution, Inc.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is Simplot AB Retail Sub, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation have executed this Certificate on the 17th day of January, A.D. 2020

By: 

Name: James B. Alderman
Print or Type

Title: Secretary
Print or Type

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "SIMPL0T AB RETAIL SUB, 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 TWENTIETH DAY OF FEBRUARY, A.D.
2020.



7805107 8300

SR# 20201276176

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

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 202422593

Date: 02-20-20

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND
CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "SIMPL
AS RETAIL SUB, INC." FILED IN THIS OFFICE ON THE SEVENTEENTH
DAY OF JANUARY, A.D. 2020, AT 8:44 O'CLOCK A.M.

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



7805107 8100F
SR# 20200354734

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

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202209583
Date: 01-17-20

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:44 AM 01/17/2020
FILED 08:44 AM 01/17/2020
SR 20200354734 - Filing Number 7805107

**CERTIFICATE OF INCORPORATION
OF
SIMPLOT AB RETAIL SUB, INC.**

ARTICLE I

The name of the corporation is Simplot AB Retail Sub, Inc. (the "*Corporation*").

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is 251 Little Falls Drive, City of Wilmington, County of New Castle, DE 19808. The name of the registered agent of the corporation at that address is Corporation Service Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

ARTICLE IV

The Incorporator of the Corporation is James B. Alderman. The address of the Incorporator is:

J. R. Simplot Company
1099 W. Front Street
Boise, ID 83702

ARTICLE V

The Corporation is authorized to issue 100 (one hundred) shares of capital stock in the aggregate. The capital stock of the Corporation shall consist of a single class, designated "Common Stock," with a par value of \$0.0001 per share.

ARTICLE VI

To the fullest extent permitted by the General Corporation Law of Delaware, as the same may be amended from time to time, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law of Delaware is hereafter amended to authorize, with or without the approval of the Corporation's stockholders, further reductions in the liability of the Corporation's directors for breach of fiduciary duty, then a director of the Corporation shall not be liable for any such breach to the fullest extent permitted by the General Corporation Law of Delaware, as so amended.

Any repeal or modification of any of the foregoing provisions of this Article VI, by amendment of this Article VI or by operation of law, shall not adversely affect any right or

protection of a director of the Corporation with respect to any acts or omissions of such director occurring prior to such repeal or modification.

ARTICLE VII

To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers, employees and other agents of the Corporation (and any other persons to which Delaware law permits the Corporation to provide indemnification or advancement of expenses), through bylaw provisions, agreements with any such director, officer, employee or other agent or other person, vote of stockholders or disinterested directors, or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law of Delaware.

Any repeal or modification of any of the foregoing provisions of this Article VII, by amendment of this Article VII or by operation of law, shall not adversely affect any right or protection of a director, officer, employee or other agent of the Corporation or any such other person existing at the time of, or increase the liability of any such director, officer, employee, agent or other person with respect to any acts or omissions thereof occurring prior to, such repeal or modification.

ARTICLE VIII

The Corporation is to have perpetual existence.

ARTICLE IX

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by statute. All rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE X

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation, but the stockholders may adopt additional bylaws and may amend or repeal any bylaw whether adopted by them or otherwise.

ARTICLE XI

The number of directors that will constitute the whole Board of Directors shall be determined in the manner set forth in the Bylaws of the Corporation. Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

ARTICLE XII

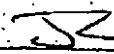
Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. Any action required by the General Corporation Law of Delaware to be taken at any annual or special meeting of stockholders of a corporation, or any action that may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, provided, however, that an action by written consent to elect directors, unless such action is unanimous, may be in lieu of the holding of an annual meeting only if all of the directorships to which directors could be elected at an annual meeting held at the effective time of such action are vacant and are filled by such action.

ARTICLE XIII

The books of the Corporation may be kept (subject to any statutory provision) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors in the Bylaws of the Corporation.

The undersigned hereby further declares and certifies under penalty of perjury that the facts set forth in the foregoing certificate are true and correct to the knowledge of the undersigned, and that this certificate is the act and deed of the undersigned.

Executed as of January 17, 2020.

By: 
James B. Alderman
Its: Incorporator