

F95000000002

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

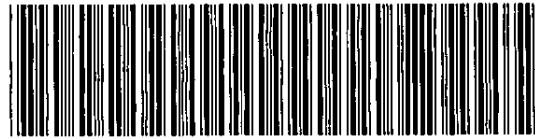
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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ESTABLISHMENT OF STATE
INVESTIGATION
2014 MAY 19 PM 4:38
TO ADOPTER
SUFFICIENT FILING

N/C
06/03/14
De
FILED
14 JUN -2 PM 5:00



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 116515 7959426

AUTHORIZATION :

COST LIMIT : \$35.00

ORDER DATE : May 2, 2014

ORDER TIME : 2:27 PM

ORDER NO. : 116515-015

CUSTOMER NO: 7959426

FOREIGN FILINGS

NAME: IMI CORNELIUS INC.

XX CORPORATE

(**PLEASE NOTE THAT MN DOES NOT OFFER A
CERTIFICATE RECITING THE NAME
CHANGE - CERTIFIED COPY ATTACHED)

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Troy Todd -- EXT#62940

EXAMINER: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: IMI Cornelius Inc.

Name of Corporation

DOCUMENT NUMBER: F95000000002

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Name of Contact Person

Corporation Service Company

Firm/Company

1201 Hays Street

Address

Tallahassee, FL 32301

City/State and Zip Code

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

For further information concerning this matter, please call:

Name of Contact Person

at (_____) _____
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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 20, 2014

CSC
ATTN: TROY TODD

SUBJECT: IMI CORNELIUS, INC.
Ref. Number: F95000000002

RECEIVED
OFFICE OF THE STATE
CLERK OF COURTS
2014 JUN -2 AM 10:31
TO ACKNOWLEDGE
SUFFICIENCY OF FILING
RESUBMIT

We have received your document . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

The document number of the name conflict is L14000052361 - CORNELIUS INC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell
Regulatory Specialist II

Letter Number: 514A00010877

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)

F95000000002

(Document number of corporation (if known))

1. IMI Cornelius Inc.

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

2. Minnesota

(Incorporated under laws of)

3. 01/03/1995

(Date authorized to do business in Florida)

14

JUN - 2

5:00

FILED

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? 01/28/2014

5. Cornelius, 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)

Cornelius Beverage Technologies, Inc.

(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.

(New jurisdiction)

8. 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)

Michael Phelps

(Typed or printed name of person signing)

Vice Pres/Gen Counsel/Sec

(Title of person signing)



B-281

DL

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
IMI CORNELIUS, INC.**

January 24, 2014

These Second Amended and Restated Articles of Incorporation, duly adopted pursuant to the authority and provisions of Chapter 302A of the Minnesota Statutes, amend, restate and supersede the original Articles of Incorporation and all amendments thereto in their entirety as follows:

ARTICLE I

The name of this corporation is Cornelius, Inc. (the "Company").

ARTICLE II

The registered office of the Company in Minnesota is 380 Jackson Street, Suite 700, St. Paul, Minnesota 55101.

ARTICLE III

The aggregate number of shares of stock which the Company shall have authority to issue is five thousand (5,000) shares, all of which shall be designated common stock, \$1.00 par value (the "Common Stock"). Shares of Common Stock of the Company acquired by the Company shall become authorized but unissued shares and may be reissued as provided in these articles of incorporation. Each holder of Common Stock shall be entitled to one vote for each share held. No holders of shares of capital stock of the Company will be entitled as such preemptively or as a matter of right to subscribe for or purchase any part of any issue of stock or any securities convertible into stock of any class whatsoever, whether now or hereafter authorized and whether issued for cash, property, services, or by way of dividends or otherwise. No shares of capital stock of the Company will confer on the holder any right to cumulate votes in the election of directors.

ARTICLE IV

Any action required or permitted to be taken at a meeting of the board of directors of the Company may be taken by written action signed, or consented to by authenticated electronic communication, by all of the Directors; provided, however, that if the action is one which does not require shareholder approval, such action may be taken by written action signed, or consented to by authenticated electronic communication, by the number of Directors that would be required to take the same action at a meeting at which all Directors were present.

ARTICLE V

Any action required or permitted to be taken at any annual or special meeting of the shareholders of the Company may be taken without a meeting by written action signed, or consented to by authenticated electronic communication, by shareholders having voting power equal to the voting power that would be required to take the same action at a meeting of the shareholders at which all shareholders were present.

ARTICLE VI

No director of the Company, including a person deemed to be a director under applicable law, will have any personal liability to the Company or its shareholders for monetary damages for breach of fiduciary duty as a director, to the full extent such immunity is permitted from time to time under the Minnesota Business Corporation Act. Any repeal or modification of this article by the shareholders of the Company will not adversely affect any right or protection of a director of the Company existing at or prior to the time of such repeal or modification.

ARTICLE VII

The Company shall indemnify its officers and directors to the fullest extent permissible under the provisions of the Minnesota Business Corporation Act, or as required or permitted by other provisions of law. Any repeal or modification of this Article will be prospective only and will not adversely affect any right to indemnification of a director or officer of the Company existing at the time of such repeal or modification.

Signature page follows.

IN WITNESS WHEREOF, the undersigned has executed these Second Amended and Restated Articles of Incorporation as of the date first set forth above.

By: 
Name: Daniel I. Hanrahan

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

JAN 28 2014


Secretary of State

STATE OF MINNESOTA

DEPARTMENT OF STATE

I hereby certify that this is a
true and complete copy of the
document as filed for record in
this office.

DATED 5/16/14

Mark Ritchie



By

Elisa A. Mason

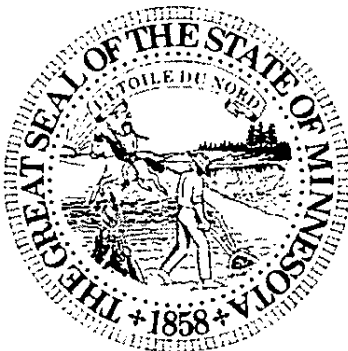
Secretary of State

**Office of the Minnesota Secretary of State
Certificate of Good Standing**

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: The business entity listed below was filed pursuant to the Minnesota Chapter listed below with the Office of the Secretary of State on the date listed below and that this business entity is registered to do business and is in good standing at the time this certificate is issued.

Name:	Cornelius, Inc.
Date Filed:	01/29/1935
File Number:	B-281
Minnesota Statutes, Chapter:	302A
Home Jurisdiction:	Minnesota

This certificate has been issued on: 05/02/2014



Mark Ritchie

Mark Ritchie
Secretary of State
State of Minnesota