



# Prentice Hall Legal & Financial Services

ATTN: Cindee (904) 222-7488

1201 HAYS STREET, SUITE 105  
TALLAHASSEE, FL 32301

**F95000001540**

CORPORATION NAME

CHARTER NUMBER

Velda Farms Inc.

900001441319  
-03/28/95--01051--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

- ☐ Amendment
- ☐ Annual Report
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Domestication
- ☐ Fictitious Business Name
- ☒ Foreign - Profit
- ☐ Foreign - Non-Profit
- ☐ Limited Partnership
- ☐ Limited Liability
- ☐ Mtr. Veh.

- ☐ Merger
- ☐ Name Reservation
- ☐ Name Registration
- ☐ Non-Profit/Articles of Incorporation
- ☐ Other
- ☐ Profit/Articles of Incorporation
- ☐ Reinstatement
- ☐ Resignation of R.A., Off/Dir
- ☐ Trademark
- ☐ UCC/Filing 1
- ☐ UCC/Filing 3

900001441319  
-03/30/95--01044--005  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

- ☐ Certified Copy
- ☒ Photocopy
- ☐ Corporate Print-Out
- ☐ Fictitious/Owner Search

- ☐ CUS
- ☐ Good Standing
- ☐ R.A., Off/Dir Search

95 MAR 28 PM 2:37  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED

(X) Walk in ( ) Call if Problem ( ) Will Wait (X) Pick up 3-28/2:00  
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: Del BY: Cheryl Sparks

BRANCH RECEIVING: E BY: Cindee

REF/JOB # 94-95-0275B

CLIENT MATTER # \_\_\_\_\_

SAME DAY ☒ 24 HR ☐ ROUTINE ☐

VERBAL REQUESTED: ☒ YES OR ☐ NO

DATE SENT:             MAIL ☐ FAX ☐ ☒ FED EXP.

FILED:            

SENT TO: BRANCH ☐ CLIENT ☒

SPECIAL INSTRUCTIONS: \_\_\_\_\_

CHECK #	<u>30742</u>
ST./CTY/ FEES	<u>20.00</u>
CORR. FEE/ SPEC. HANDL.	<u>   </u>
MESSANGER	<u>   </u>
COPIES	<u>   </u>
FAX FEE	<u>   </u>
OTHER	<u>   </u>
TOTAL	<u>   </u>

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MAR 28 AM 11:03  
DIVISION OF CORPORATIONS

Same name, state, ?

offices as Doc#

White - SECRETARY OF STATE

Blue - CLIENT SPECIALIST COPY

Green - FILE

Canary - ACCOUNTING

P18534

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95 MAR 30 PM 2:25

DIVISION OF CORPORATION  
March 30, 1995



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

PRENTICE HALL

SUBJECT: VELDA FARMS, INC.  
Ref. Number: W95000006772

*Corrected - Please  
use 3-28-95 date.  
Will Wait*

We have received your document for VELDA FARMS, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

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 (904) 487-6094.

Steven Harris  
Corporate Specialist

Letter Number: 495A00014462

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAR 28 PM 2:37



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

March 30, 1995

PRENTICE HALL

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Ref. Number: W95000006772

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Steven Harris  
Corporate Specialist

Letter Number: 495A00014462

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DIVISION OF CORPORATIONS  
95 MAR 28 PM 2:37

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**AFFIDAVIT**

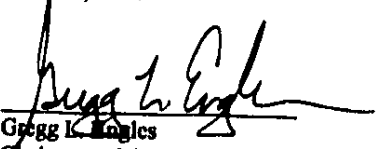
I, Gregg L. Engles, Chairman of the Board of Velda Farms, Inc., a Delaware corporation ("Velda Farms"), hereby certify as follows:

1. Velda Farms was incorporated on October 6, 1994, and a certified copy of its certificate of incorporation is attached to this Affidavit.
2. Velda Farms is a separate and distinct corporation from the corporation that was incorporated in Delaware under the name "Velda Farms, Inc." on March 4, 1988 and was qualified to do business in Florida on October 23, 1988 ("Old Velda Farms"). Neither Velda Farms nor its stockholders have any interest in or any ability to control the activities of Old Velda Farms.

IN WITNESS WHEREOF, the undersigned has executed this Affidavit on March 28, 1995.

VELDA FARMS, INC.

By:

  
Gregg L. Engles  
Chairman of the Board

STATE OF MASSACHUSETTS

COUNTY OF Suffolk

This instrument was acknowledged before me this 28th day of March, 1995, by Gregg L. Engles on behalf of Velda Farms, Inc.

My commission will expire:

9-7-95

  
Notary Public

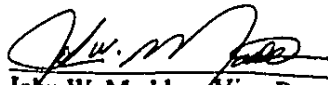
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DIVISION OF CORPORATIONS  
95 MAR 28 PM 2:37

**ASSISTANT SECRETARY'S CERTIFICATE OF  
VELDA FARMS, INC.**

John W. Madden, Vice President and Assistant Secretary of Velda Farms, Inc., a corporation duly organized under the laws of the State of Delaware, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted at a special meeting held on the 28th day of March, 1995.

"RESOLVED, that, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopts the alternate name PCC Velda Farms, Inc. for use in transacting business in the State of Florida pursuant to Section 607,1506, Florida Business Corporation Act; and

"FURTHER, RESOLVED, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name in the transaction of business in the State of Florida."

  
John W. Madden, Vice President  
and Assistant Secretary

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
25 APR 28 PM 2:37

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA:**

1. Velda Farms, Inc.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

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

3. 65-0535168

(FEI number, if applicable)

4. October 6, 1994

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155 F.S.)

7. 501 N.E. 181st Street

Miami, Florida 33162

(Current mailing address)

8. Manufacturing and distribution of dairy and related products.

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:**

The Prentice-Hall Corporation  
Name: System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee

, Florida, 32301

(Zip Code)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAR 28 PM 2:08

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.*

The Prentice-Hall Corporation System, Inc.

By: Marcia A. Hanner, Asst. Secy.

(Registered agent's signature)

Marcia A. Hanner, Asst. Secy.

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Gregg L. Engles  
Address: 3811 Turtle Creek Blvd., Suite 1300  
Dallas, Texas 75219.

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

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

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

B. OFFICERS

President: Please see attached.  
Address: \_\_\_\_\_

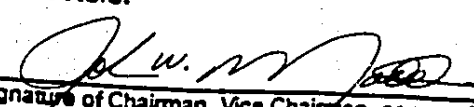
Vice President: \_\_\_\_\_  
Address: \_\_\_\_\_

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

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

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DIVISION OF CORPORATIONS  
95 MAR 28 PM 2:37

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

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John W. Madden - Vice President  
(Typed or printed name and capacity of person signing application)

**ATTACHMENT TO  
VELDA FARMS, INC.  
APPLICATION FOR AUTHORITY TO TRANSACT BUSINESS IN FLORIDA**

**Gregg L. Engles  
Chairman of the Board  
3811 Turtle Creek Blvd., Suite 1300  
Dallas, Texas 75219**

**Cletes O. Beshears  
President and Chief Executive Officer  
3811 Turtle Creek Blvd., Suite 1300  
Dallas, Texas 75219**

**John W. Madden  
Vice President and Assistant Secretary  
3811 Turtle Creek Blvd., Suite 1300  
Dallas, Texas 75219**

**Tracy L. Noll  
Vice President and Secretary  
3811 Turtle Creek Blvd., Suite 1300  
Dallas, Texas 75219**

**James Green  
Executive Vice President and General Manager  
501 N.E. 181st Street  
Miami, Florida 33162**

**William Aaronson  
Vice President - Institutional Sales  
501 N.E. 181st Street  
Miami, Florida 33162**

**Robert Cottet  
Vice President - Retail Sales  
501 N.E. 181st Street  
Miami, Florida 33162**

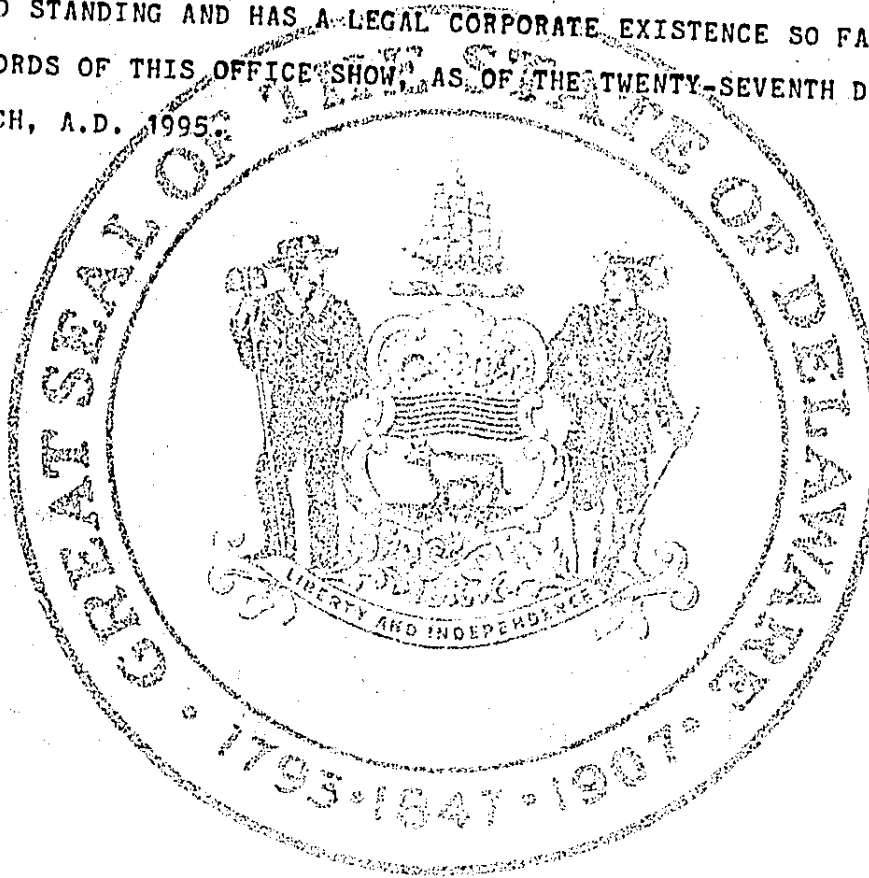
**Niels Larsen  
Vice President - Finance and Treasurer  
501 N.E. 181st Street  
Miami, Florida 33162**

**FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAR 28 PM 2:37**



Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VELDA FARMS, 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-SEVENTH DAY OF MARCH, A.D. 1995.



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAR 28 PM 2:37



*Edward J. Freel*

Edward J. Freel, Secretary of State

2441993 8300

950067316

AUTHENTICATION: 7452391

DATE: 03-27-95

# F95000001540

## APPLICATION FOR REFUND FROM STATE OF FLORIDA

Pursuant to the provisions of Section 215.26, Florida Statutes, I hereby apply for a refund and request that a State Warrant be drawn in favor of:

Name: Prentice Hall Legal Financial Services

Address: 400 N. St. Paul St. 1025  
Dallas, TX 75201

Amount: \$35.00 PCC Velda Farms, Inc.

which represents moneys I paid into the State Treasury subject to refund, and to substantiate such claim the following facts are submitted: #F95000001540

Reason for Claim:

Amendment was rejected, client does not wish to file.

Section: Amend. Clerk: S. Payne Date Processed: 7/20/95

CERTIFIED TRUE AND CORRECT this 12 day of July, 19 95.

Jean Paulsen  
Signature

(FOR AGENCY USE ONLY)

(1) Agency recommends denial of above claim based on the following facts, including statutory authority for collection: \_\_\_\_\_

(2) Agency recommends approval of above claim and submits the following information to substantiate such claim.  
The amount recommended \$ 35

The amount requested above was originally deposited into the State Treasury.  
State Treasurer's Receipt # 01125 021, Dated 5/17/95

NAME OF ACCOUNT:

SAMAS ACCOUNT CODE																			
4	5	2	0	2	1	3	0	0	0	1	4	5	3	0	0	0	0	0	0

Statutory Authority for Collection 607.0122

It is requested that payment be made from:

NAME OF ACCOUNT:

SAMAS ACCOUNT CODE																			
4	5	2	0	2	1	3	0	0	0	1	4	5	3	0	0	0	0	2	2

Certified True and Correct this \_\_\_\_\_ day of \_\_\_\_\_, 19 \_\_\_\_.

Dept. of State, Div. of Corporations  
Agency

Authorized Signature and Title

Section 215.26 states, in part: "Application for refund as provided by this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is interpreted as meaning three years from the date of payment into the State Treasury.

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0393 FAX

800-342-8086



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95 MAY 17 AM 11:39

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 600515 869010

AUTHORIZATION :

COST LIMIT : \*

ORDER DATE : May 17, 1995

ORDER TIME : 10:40 AM

ORDER NO. : 600515

CUSTOMER NO: 869010

CUSTOMER: Ms. Jean Paulsen  
Prentice Hall Legal &  
400 North Saint Paul  
Suite 1025  
Dallas, TX 75201

200001491602  
-05/17/95--01125--021  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

FOREIGN FILINGS

NAME: PCC VELDA FARMS, INC.

☒ PROFIT  
☐ NON-PROFIT

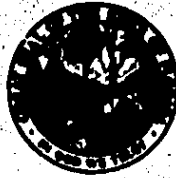
☐ CORPORATE  
☐ LIMITED PARTNERSHIP

☒ AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby



**FLORIDA DEPARTMENT OF STATE**

Sandra B. Mortham  
Secretary of State

May 17, 1995

**CSC NETWORKS  
GAIL SHELBY  
TALLAHASSEE, FL 32301**

**SUBJECT: PCC VELDA FARMS, INC.  
Ref. Number: F95000001540**

We have received your document for PCC VELDA FARMS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If a foreign corporation has adopted an alternate name for transacting business in Florida and desires to drop that alternate name, a resolution of its board of directors should be filed dropping the alternate name. The resolution should be signed by the chairman or vice chairman of the board, president or any other officer.

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 (904) 487-6880.

Karen Gibson



THE UNITED STATES  
CORPORATION  
COMPANY

F95000001540

ACCOUNT NO. : 072100000032

REFERENCE : 256497 4323694

AUTHORIZATION : Patricia Pizant

COST LIMIT : \$ 35.00

ORDER DATE : February 11, 1997

ORDER TIME : 10:03 AM

ORDER NO. : 256497-005

CUSTOMER NO: 4323694

100002111431--8

CUSTOMER: Albert Fox, Legal Assistant  
Hughes & Luce, L.L.P.  
Suite 2800  
1717 Main Street  
Dallas, TX 75201

FOREIGN FILINGS

NAME: PCC VELDA FARMS, INC.

☒ PROFIT  
☐ NON-PROFIT

☒ CORPORATE  
☐ LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

M HENDRICKS MAR 12 1997

SECRET OF STATE  
TALLAHASSEE, FLORIDA

97 MAR 12 PM 3:55

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**CONSENT OF THE SOLE DIRECTOR  
OF  
VELDA FARMS, INC.**

**FILED**

97 MAR 12 PM 3:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being the sole director of Velda Farms, Inc. a Delaware corporation (the "Company"), pursuant to section 141(f) of the General Corporation Law of the State of Delaware, hereby executes this unanimous consent for the purpose of adopting the following resolutions of the Board of Directors of the Company to the same extent and to have the same force and effect as a unanimous vote of all directors of the Company at a formal meeting of the Board of Directors of the Company, duly called and held for the purpose of acting upon proposals to adopt such resolutions, all of which resolutions shall be deemed to be adopted simultaneously.

**Florida Alternate Name**

**WHEREAS**, the Company filed an Application by Foreign Corporation for Authorization to Transact Business in Florida on March 28, 1995. At the time of filing such application, the name of the Company as originally filed in its domestic state was not available and the Company was required to file its application using the alternate name PCC Velda Farms, Inc.; and

**WHEREAS**, the name of the Company as originally filed in its domestic state is now available for use in Florida and the Company would like to use its original name to transact business in Florida;

**NOW, THEREFORE, BE IT RESOLVED**, that the Company is hereby authorized to drop the alternate name of PCC Velda Farms, Inc. for the transaction of business in Florida and to henceforth use its name as originally filed in its domestic state to transact business in Florida;

**General**

**RESOLVED FURTHER**, that each Officer of the Company is hereby authorized and directed, on behalf of the Company, to do or cause to be done any and all things, and to execute, deliver and file any and all such other agreements, amendments, instruments, certificates, waivers, documents and papers, which any of them may deem necessary or advisable to carry into effect the purposes and intent of the foregoing resolutions and to consummate the transactions contemplated thereby.

Dated to be effective as of 3/6, 1997.

  
\_\_\_\_\_  
Gregg L. Engles