

F96000000752

Document Number Only

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Suburban Propane GP, Inc.

☒ Profit
☐ NonProfit

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fic. Name

☐ Certified Copy

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☐ CUS

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACT BUSINESS IN FLORIDA**

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

1. Suburban Propane GP, 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. 22-3410354
(FEI number, if applicable)
4. December 11, 1995
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. March 1, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 99 Wood Avenue South - 10th Floor, Iselin, New Jersey 08830
(Current mailing address)
8. See attached
(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:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Jonathan Giddings
(Registered agent's signature) (Officer)

Jonathan Giddings, Assistant Secretary

(Type Name and Title of Officer)

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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: George H. Hempstead, III

Address: 99 Wood Avenue South, 10th Floor

Iselin, New Jersey 08830

Director: Robert E. Lee

Address: 99 Wood Avenue South, 10th Floor

Iselin, New Jersey 08830

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____


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Treasurer: _____

Address: _____

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. George H. Hempstead, III, Vice President
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Suburban Propane GP, Inc.**

1. Robert E. Lee, President
99 Wood Avenue South - 10th Floor
Iselin, New Jersey 08830
2. George H. Hempstead, III, Vice President and Secretary
99 Wood Avenue South - 10th Floor
Iselin, New Jersey 08830
3. John E. Lushefski, Vice President and CFO
99 Wood Avenue South - 10th Floor
Iselin, New Jersey 08830
4. Francis V. Lloyd, Vice President - Taxes
99 Wood Avenue South - 10th Floor
Iselin, New Jersey 08830
5. Peter J. Statile, Vice President and Controller
99 Wood Avenue South - 10th Floor
Iselin, New Jersey 08830
6. Christine Wubbolding, Treasurer
99 Wood Avenue South - 10th Floor
Iselin, New Jersey 08830
7. Keith D. Terreri, Assistant Treasurer
99 Wood Avenue South - 10th Floor
Iselin, New Jersey 08830
8. C. William Carmean, Assistant Secretary
99 Wood Avenue South - 10th Floor
Iselin, New Jersey 08830
9. Dennis W. Luddy, Assistant Secretary
99 Wood Avenue South - 10th Floor
Iselin, New Jersey 08830

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Purpose:

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

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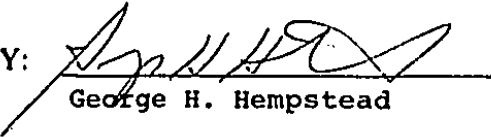
CONSENT TO USE OF NAME

Suburban Propane Gas Corporation hereby consents to the use of the name "Suburban Propane", or any derivation thereof, by Suburban Propane, L.P., Suburban Propane Partners, L.P. and/or Suburban Propane GP, Inc., and any successors or assigns to any of the foregoing entities. Such consent shall include, without limitation, the filing of certificates, applications and related documents containing the "Suburban Propane" name or any derivation thereof, for the purposes of authorizing the foregoing entities to do business in any jurisdiction.

IN WITNESS WHEREOF, the said Suburban Propane Gas Corporation has caused this consent to be executed by its VICE PRESIDENT this 25TH day of January, 1996.

Suburban Propane Gas Corporation

BY:

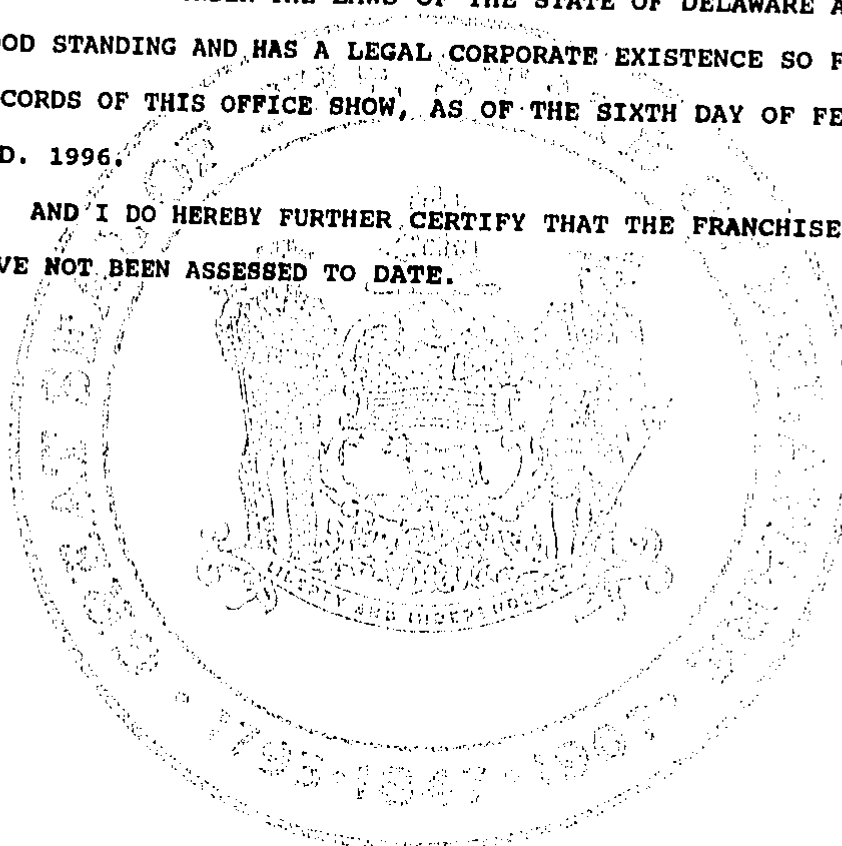

George H. Hempstead

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUBURBAN PROPANE GP, 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 SIXTH DAY OF FEBRUARY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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SECRETARY OF STATE
DIVISION



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

7817461

02-06-96