

Document Number On
F96000002333

C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone
904-222-1092
CORPORATION(S) NAME

200001794822
-04/25/96--01073--025
*****78.75 *****78.75

W96-8931

Windy Hill Pet Food Company, Inc.

- ☒ Profit
☐ NonProfit
☐ Limited Liability Company
☒ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Certified Copy
☐ Call When Ready
☒ Walk In
☐ Mail Out
- ☐ Amendment
☐ Dissolution/Withdrawal
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call If Problem
☐ Will Wait
- ☐ Merger
☐ Mark
☐ Other
☐ Change of R.A.
☐ Fictitious Name
☒ CUS/ G/S
☐ After 4:30
☒ Pick Up

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -9 PM 1:06

W
S/g

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

4/25/96

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED
95 APR 25 11:59
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 25, 1996

CT CORPORATION SYSTEM

SUBJECT: WINDY HILL PET FOOD COMPANY, INC.
Ref. Number: W96000008931

We have received your document for WINDY HILL PET FOOD COMPANY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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 **DOCUMENT SPECIALIST** indicated.

Please note that we cannot file the name even with consent of the LLC. You may adopt a similar name, but the names must be distinguishable even without the corporate suffixes. In this case, the names are identical without the corporate suffixes.

Please provide a photocopy of the corrected application if you would like one returned to you.

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) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 196A00019688

CONSENT TO USE OF NAME

Windy Hill Pet Food Company L.L.C., a limited liability company organized under the laws of the State of Delaware (the "LLC"), hereby consents to use of the corporate name Windy Hill Pet Food Company, Inc., a corporation organized under the laws of State of Delaware and a wholly-owned subsidiary of Windy Hill Pet Food Holdings, Inc. a subsidiary of the LLC.

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DIVISION OF CORPORATIONS
26 MAY -9 PM 1:06

IN WITNESS WHEREOF, Windy Hill Pet Food Company L.L.C. has caused this consent to be executed by Donald L. Gadd, an authorized person, this 22nd day of April, 1996.

WINDY HILL PET FOOD
COMPANY L.L.C.

By: [Signature]
Donald L. Gadd
authorized person

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. Windy Hill Pet Food Company, 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. 62-1637600
(FEL number, if applicable)
4. March 28, 1996
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Registration
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))
7. Two Maryland Farms, Suite 301, Brentwood, Tennessee 37027-2407
(Current mailing address)
8. Manufacture, sale and distribution of pet food.
(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

Ann Marie Cummins

(Registered agent's signature) (Officer)

ANN MARIE CUMMINS
ASSISTANT SECRETARY

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: Robert V. Dale

Address: Two Maryland Farms, Suite 301

Brentwood, Tennessee 37027-2487

Director: Ray Chung

Address: Two Maryland Farms, Suite 301

Brentwood, Tennessee 37027-2487

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Ronald L. Gadd, Vice President
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY -3 PM 1:06

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

**Officers of
Windy Hill Pet Food Company, Inc.**

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- 1 Robert V. Dale, President
Two Maryland Farms, Suite 301
Brentwood, Tennessee 37027-2487
- 2 Donald L. Gadd, VP-Finance, CFO, Treasurer
Two Maryland Farms, Suite 301
Brentwood, Tennessee 37027-2487
- 3 F. Donald Cowan, Jr., VP-Operations, Secretary
Two Maryland Farms, Suite 301
Brentwood, Tennessee 37027-2487
- 4 Ann F. Chamberlain, Assistant Secretary
Richards & O'Neil, LLP, Third Ave.
New York, New York 10022
- 5 Ray Chung, Executive Vice President
Two Maryland Farms, Suite 301
Brentwood, Tennessee 37027-2487
- 6 Franziska Klebe, Assistant Secretary
c/o Richards & O'Neil, LLP, 885 Third Ave.
New York, New York 10022
- 7 Craig Leonard, Assistant Secretary
Two Maryland Farms, Suite 301
Brentwood, Tennessee 37027-2487
- 8 Vaughn R. Oakley, Vice President - Sales
Two Maryland Farms, Suite 301
Brentwood, Tennessee 37027-2487

CONSENT TO USE OF NAME

Windy Hill Pet Food Company L.L.C., a limited liability company organized under the laws of the State of Delaware (the "LLC"), hereby consents to use of the corporate name Windy Hill Pet Food Company, Inc., a corporation organized under the laws of the State of Delaware and a wholly-owned subsidiary of Windy Hill Pet Food Holdings, Inc., a subsidiary of the LLC.

IN WITNESS WHEREOF, Windy Hill Pet Food Company L.L.C. has caused this consent to be executed by Donald L. Gadd, an authorized person, this 22nd day of April, 1996.

WINDY HILL PET FOOD
COMPANY L.L.C.

By: 

Donald L. Gadd
authorized person

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WINDY HILL PET FOOD COMPANY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD OF APRIL, A.D. 1996.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR - 9 PM '96

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



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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04-23-96