

F 96000004561

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

LOGLIFE DAIRY PRODUCTS COMPANY, INC., a Florida corporation,  
P93000066273

into

**RYAN MILK COMPANY, INC.**, a Kentucky corporation F96000004561

File date: September 5, 1996 , effective September 29, 1996

Corporate Specialist: Darlene Connell



DEAN FOODS COMPANY

F96 000004561

August 27, 1996

VIA FEDERAL EXPRESS

Department of State  
Secretary of State - Florida  
409 E. Gaines St.  
Tallahassee, FL 32399

80000193...16  
-08/28/96 --01081...001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Merger Longlife Dairy Products  
Company, Inc. (a Florida corporation) into  
Ryan Milk Company, Inc. (a Kentucky corporation)

EFFECTIVE DATE  
9-29-96

Dear Sir:

Enclosed please find one original and one copy of Articles of Merger for the above-referenced Florida corporation along with a check in the amount of \$70.00 for the filing fee.

Please note that I have requested September 29, 1996 as the effective date for the merger.

Please send evidence of the filing to the undersigned at Dean Foods Company, 3600 N. River Road, Franklin Park, IL 60131. I have enclosed a Federal Express envelope and airbill for your convenience.

Thank you for your prompt attention to this matter.

Yours very truly,

DEAN FOODS COMPANY

*Betty Zabratanski*

Betty Zabratanski  
Legal Assistant

FILED  
96 SEP -5 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

/bz  
Enclosures  
cc: Dale Kleber  
Dan Green  
merger/ryan/corres

Merger  
9/6/96  
DC

ARTICLES OF MERGER  
OF  
LONGLIFE DAIRY PRODUCTS COMPANY, INC.  
(a Florida Corporation)

WITH AND INTO

RYAN MILK COMPANY, INC.  
(a Kentucky Corporation)

FILED  
96 SEP -5 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
EFFECTIVE DATE  
9-29-96

The undersigned corporation, pursuant to Section 607.1107 of the Florida Business Corporation Act (1993) hereby executes the following Articles of Merger:

- FIRST: The name and respective state and county of incorporation of the merging corporation is Longlife Dairy Products Company, Inc., a Florida corporation, Broward County ("Merging Corporation").
- SECOND: The name and respective state and county of incorporation of the surviving corporation is Ryan Milk Company, Inc., a Kentucky corporation, Jefferson County ("Surviving Corporation").
- THIRD: The laws of the Commonwealth of Kentucky under which Surviving Corporation is organized permit such merger and Surviving Corporation is complying with those laws in effecting the merger.
- FOURTH: Surviving Corporation complies with Section 607.1105 of the Florida Business Corporation Act.
- FIFTH: Annexed hereto as Exhibit A and made a part hereof is the Plan of Merger (the "Plan") for merging Merging Corporation with and into Surviving Corporation. The Plan was approved and adopted by consent in lieu of a meeting of the sole shareholder of Merging Corporation on July 25, 1996 in accordance with the provisions of the Florida Business Corporation Act and adopted by consent in lieu of a meeting of the sole shareholder of Surviving Corporation on July 25, 1996 in accordance with the Kentucky Corporation Law and Rules.
- SIXTH: Surviving Corporation will continue its existence pursuant to the laws of the Commonwealth of Kentucky

SEVENTH: These Articles of Merger, when filed, shall have an effective date of September 29, 1996.

Executed this 26<sup>th</sup> day of August, 1996.

LOGLIFE DAIRY PRODUCTS COMPANY, INC.  
("Merging Corporation")

By: Daniel E. Green  
Daniel E. Green, President

RYAN MILK COMPANY, INC. ("Surviving Corporation")

By: Daniel E. Green  
Daniel E. Green, President

EXHIBIT A

PLAN OF MERGER

Plan of Merger approved on July 25, 1996 by Longlife Dairy Products Company, Inc., a corporation for profit organized under the laws of the State of Florida, and by resolution of its Board of Directors on said date, and adopted by Ryan Milk Company, Inc., a corporation for profit organized under the Kentucky Corporation Law and Rules Kentucky and by resolution of its Board of Directors on July 25, 1996:

Longlife Dairy Products Company, Inc. shall, pursuant to the provisions of the Kentucky Corporation Law and Rules and to the provisions of the Florida Business Corporation Act, be merged into Ryan Milk Company, Inc., which shall be the surviving corporation upon the effective date of the merger, and which shall continue to exist under the provisions of the laws of the Commonwealth of Kentucky. The separate corporate existence of Longlife Dairy Products Company, Inc. shall cease upon the effective date of the merger in accordance with the Florida Business Corporation Act.

The present articles of incorporation of Ryan Milk Company, Inc. shall be the articles of incorporation of said surviving corporation.

The present by-laws of Ryan Milk Company, Inc. will be the by-laws of said surviving corporation and will continue in full force and effect until altered or amended as therein provided under the authority of the Kentucky Corporation Law and Rules.

The directors and officers of Ryan Milk Company, Inc. upon the effective date of the merger shall be the members of the board of directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

The surviving corporation will not issue any of its shares for the issued shares of Longlife Dairy Products Company, Inc. inasmuch as the sole shareholder of Longlife Dairy Products Company, Inc. is also the sole shareholder of the surviving corporation and thus owns 100% of the issued shares of both of said corporations. All of the issued shares of Longlife Dairy Products Company, Inc. shall, upon the effective date of the merger, be surrendered and extinguished. The shares of Ryan Milk Company, Inc. shall not be converted, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

The Plan of Merger herein made and approved shall be adopted by the board of directors of Ryan Milk Company, Inc. and Longlife Dairy Products Company, Inc. in such manner as the respective provisions of the Kentucky Corporation Law and Rules and the Florida Business Corporation Act prescribe and shall be submitted to Dean Foods Company, the sole shareholder of both Ryan Milk Company, Inc. and Longlife Dairy Products Company, Inc. for its approval or rejection in the manner prescribed by the aforesaid statutes.

In the event that the Plan of Merger shall be approved by the sole shareholder entitled to vote the shares of Ryan Milk Company, Inc. and the shares of Longlife Dairy

Products Company, Inc., Ryan Milk Company, Inc. and Longlife Dairy Products Company, Inc. agree that they will cause to be executed and filed and recorded any document or documents prescribed by the Kentucky Corporation Law and Rules and the provisions of the Florida Business Corporation Act, and that they will cause to be performed all necessary acts within the Commonwealth of Kentucky, the State of Florida, and elsewhere to effectuate the merger subject, however, to any provision or provisions contained herein for abandoning the merger.

The effective date of the merger herein provided for shall be September 29, 1996.

Notwithstanding the due adoption of the Plan of Merger in accordance with the Kentucky Corporation Law and Rules and the approval thereof by the sole shareholder entitled to vote of Ryan Milk Company, Inc., the merger provided for may be abandoned prior to the merger effective date in the event that the Board of Directors of Ryan Milk Company, Inc. shall vote to terminate the merger.

LOGLIFE DAIRY PRODUCTS  
COMPANY, INC.

RYAN MILK COMPANY, INC.

By: *Daniel E. Green*  
Daniel E. Green, Vice President

By: *Daniel E. Green*  
Daniel E. Green, President

By: *Eric A. Blanchard*  
Eric A. Blanchard, Secretary

By: *Eric A. Blanchard*  
Eric A. Blanchard, Secretary

**F96000004561**

DEAN FOODS COMPANY

August 23, 1996

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Ryan Milk Company, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the Application by Foreign Corporation for Authorization, a Certificate of Existence and check no. 264563 in the amount of \$70.00 to qualify the above-referenced company in Florida.

*W-16-18012*

If you have any questions or need any further information, please feel free to contact me.

Thank you for your assistance.

Very truly yours,

DEAN FOODS COMPANY

*Ann M. Krause*

Ann M. Krause  
Legal Department

FILED  
96 SEP -5 PM 2:03  
TALLAHASSEE, FLORIDA

*9/5*

/amk

Enclosures

cc: Lynn Wisser  
Pat Reith  
Debbie Drinane  
Laura Broderick





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 28, 1996

DEAN FOODS COMPANY  
3600 N. RIVER RD. .  
FRANKLIN PARK, IL 60131-2185

SUBJECT: RYAN MILK COMPANY, INC.  
Ref. Number: W96000018092

We have received your document for RYAN MILK COMPANY, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

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.)

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freta Lott  
Corporate Specialist Supervisor

Letter Number: 996A00040731

\* 9.4 Darlene holding merger. Needs  
to know when above is filed.

**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. Ryan Milk 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. Kentucky (State or country under the law of which it is incorporated)
3. 61-0562264 (FEI number, if applicable)
4. 01/24/55 (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 817.156, F.S.))
7. 100 East Chestnut Street  
Murray, KY 42071  
(Current mailing address)
8. Sell and distribute dairy 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:  
Name: C T CORPORATION SYSTEM  
Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
Plantation, Florida, 33324  
(Zip Code)

FILED  
SEP - 5 PM 2:08  
TALLAHASSEE, FLORIDA

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 obligations of my position as registered agent.*

C T CORPORATION SYSTEM

Jeffrey H Terry  
(Registered agent's signature) (Officer)

Jeffrey H Terry, Assistant Sec. Inv.  
(Type Name and Title of Officer)

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: See attached sheet

**A. DIRECTORS**

Chairman: \_\_\_\_\_

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

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

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

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

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

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

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

**B. OFFICERS**

President: \_\_\_\_\_

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

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

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

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

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

FILED  
96 SEP -5 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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

\_\_\_\_\_

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

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

14. Eric A. Blanchard, Secretary  
(Typed or printed name and capacity of person signing application)

FILED  
96 SEP -5 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RYAN MILK COMPANY, INC.

Officers and Directors

Directors

Howard M. Dean  
3600 N. River Road  
Franklin Park, IL 60131

Thomas L. Rose  
3600 N. River Road  
Franklin Park, IL 60131

Thomas A. Ravencroft  
3600 N. River Road  
Franklin Park, IL 60131

Officers

Daniel E. Green  
President  
100 East Chestnut Street  
Murray, KY 42071

William F. Trawick  
Senior Vice President  
100 East Chestnut Street  
Murray, KY 42071

Weldon Cole  
Vice President - Sales  
100 East Chestnut Street  
Murray, KY 42071

Thomas Yates  
Vice President - Sales  
100 East Chestnut Street  
Murray, KY 42071

William R. McManaman  
Vice President  
3600 N. River Road  
Franklin Park, IL 60131

Mary Gonzales  
Controller & Assistant Treasurer  
100 East Chestnut Street  
Murray, KY 42071

Dale I. Hecox  
Treasurer  
3600 N. River Road  
Franklin Park, IL 60131

Eric A. Blanchard  
Secretary  
3600 N. River Road  
Franklin Park, IL 60131

FILED  
96 SEP - 5 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN THE NAME AND BY THE AUTHORITY OF THE



OFFICE OF THE SECRETARY OF STATE

DOMESTIC CORPORATION  
CERTIFICATE OF EXISTENCE

FILED  
95 SEP -5 PM 2:04  
TAMMÁSSE: FLOREN

I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State, RYAN MILK COMPANY, INC.

is a corporation duly organized and existing under the laws of the Commonwealth of Kentucky, whose date of incorporation is JANUARY 24, 1955; and whose period of duration is PERPETUAL.

I further certify that all fees and penalties owed to the Secretary of State have been paid to date; that Articles of Dissolution have not been filed; and that the most recent annual report required by KRS Chapter 271B.16-220 or 273.3671 has been delivered to the Secretary of State on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, at Frankfort, Kentucky, this 1ST day of JULY, 1996.

*John Y. Brown III*  
JOHN Y. BROWN III  
Secretary of State  
Commonwealth of Kentucky

LVB



DEAN FOODS COMPANY

F 96 000004561

February 24, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Application by Foreign Corporation To File  
Amendment To Application For Authorization  
To Transact Business in Florida

600002102226--8  
-03/03/97--01053--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir:

Enclosed in duplicate for filing please find the above-referenced Application, a Certificate of Existence evidencing the name change of Ryan Milk Company, Inc., a Kentucky corporation, to **Ryan Foods Company**, effective February 19, 1997, and a check in the amount of \$35.00 for the filing fee.

If you have any questions please call me at (847) 233-5219.

Thank you for your attention to this matter.

Yours very truly,

DEAN FOODS COMPANY

Betty Zabratanski  
Paralegal

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 25 PM 4: 05

/bz

Enclosure

cc: Dan Green  
Laura Broderick  
Pat Reith

corres/ryanoh.

MAR 25 1997

CORPORATE OFFICES  
DEAN FOODS COMPANY  
3600 N. RIVER ROAD  
FRANKLIN PARK, IL 60131-2185  
(847) 678-1680



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

March 4, 1997

**BETTY ZABRATANSKI, PARALEGAL**  
**DEAN FOODS COMPANY**  
**3600 N. RIVER ROAD**  
**FRANKLIN PARK, IL 60131-2185**

**SUBJECT: RYAN MILK COMPANY, INC.**  
**Ref. Number: F96000004561**

We have received your document for RYAN MILK COMPANY, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The certificate evidencing the name change, must show the old name changing to the new name.

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) 487-6905.

**Thelma Lewis**  
**Corporate Specialist Supervisor**

**Letter Number: 497A00011061**



**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO  
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN  
FLORIDA**

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
97 MAR 25 PM 4: 35

**SECTION I (1-3 must be completed)**

1. Ryan Milk Company, Inc.  
Name of corporation as it appears within the records of the Department of State
2. Incorporated under laws of: Kentucky
3. Date authorized to do business in Florida: September 5, 1996

**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?

February 19, 1997

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

Ryan Foods Company

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

N/A

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

N/A

*Eric A. Blanchard*

Eric A. Blanchard, Secretary

Signature  
Name and Title

Feb. 24, 1997

Date

<OFFICER EXECUTING: NAME & TITLE  
OF PRIMARY SIG(P)>



OFFICE OF SECRETARY OF STATE  
**CERTIFICATE**

OF  
**EXISTENCE**

**DOMESTIC CORPORATION**

I, JOHN Y. BROWN III, Secretary of State Commonwealth of Kentucky, do hereby certify, that according to the records in the Office of the Secretary of State of the Commonwealth of Kentucky, RYAN FOODS COMPANY is a corporation organized and existing under the laws of the Commonwealth of Kentucky; having been granted a charter on JANUARY 14, 1955 with PERPETUAL existence.

I further certify, that said corporation has filed all reports and paid all fees due and owing to the Office of the Secretary of State of the Commonwealth of Kentucky to date.

I further certify that said corporation has filed no documents other than the articles of incorporation as of this date.

I further certify, that the following documents have been filed as follows;

AMENDMENT OF RYAN MILK COMPANY, INC. CHANGING NAME TO  
RYAN FOODS COMPANY FILED FEBRUARY 19, 1997.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by Official Seal, at  
Frankfort, Kentucky, this 18TH day of MARCH, 1997.

*John Y. Brown III*

JOHN Y. BROWN III  
Secretary of State  
Commonwealth of Kentucky

LVB

IN THE NAME AND BY THE AUTHORITY OF THE



**OFFICE OF THE SECRETARY OF STATE**

**DOMESTIC CORPORATION  
CERTIFICATE OF EXISTENCE**

I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

RYAN FOODS COMPANY

is a corporation duly organized and existing under the laws of the Commonwealth of Kentucky,

whose date of incorporation is JANUARY 24, 1955;

and whose period of duration is PERPETUAL.

I further certify that all fees and penalties owed to the Secretary of State have been paid to date; that Articles of Dissolution have not been filed; and that the most recent annual report required by KRS Chapter 271B.16-220 or 273.3671 has been delivered to the Secretary of State on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, at Frankfort, Kentucky, this 19TH day of FEBRUARY, 1997.



JOHN Y. BROWN III  
Secretary of State  
Commonwealth of Kentucky

PMM