

Document Number Only

F99000000451

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

300002728263--8

-12/31/98--01065--020

*****87.50 *****87.50

Peters - American Company, Inc

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC 31 PM 3:36

FILED

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Fict. Filing

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Photo Copies

☐ UCC-1 UCC-3

☒ Certified Copy

☒ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Please Return Extra Copy(s)
Filed Stamp

Thanks, Melanie ☺

DEC 31 1998

same people have #F95-4511

JAN 25 1999

W98-29343

DOR-FWQ

P. 650

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

CR2E031 (1-89)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 31, 1998

CT CORP

SUBJECT: ROGERS-AMERICAN COMPANY, INC.
Ref. Number: W98000029343

98 DEC 31 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

We have received your document for ROGERS-AMERICAN COMPANY, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that ROGERS-AMERICAN COMPANY, INC. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates July 8, 1987, as the initial date of transacting business in the State of Florida. Please contact this office concerning the date first transacted business in Florida.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$12,471.25.

If it is determined that the corporation's previous activities in Florida that warranted compliance with Florida's revenue laws did not constitute the transaction of business within the meaning of s. 607.1501, F.S., please provide a sworn affidavit to that effect.

If you have any questions concerning the filing of your document, please call (850) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 698A00061227

Att: Hart
Please backdate. Thank You!
Abpe @ CT


ROGERS-AMERICAN COMPANY, INC.

AFFIDAVIT OF MARTY D. CARTER

The undersigned, Marty D. Carter, in his capacity as Treasurer and Chief Financial Officer of ROGERS-AMERICAN COMPANY, INC., a North Carolina corporation (the "Corporation") being duly sworn, deposes and states:

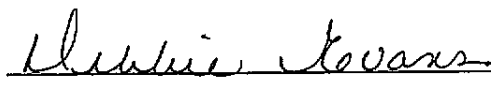
1. that the undersigned is of legal age and is of sound mind and memory to make this affidavit;
2. that the undersigned is the Treasurer and Chief Financial Officer of the Corporation and is duly authorized to make this affidavit on behalf of the Corporation;
3. that the Corporation's previous activities in the State of Florida that may have warranted compliance with Florida's revenue laws did not constitute the transaction of business within the meaning of Section 607.1501 of the Florida Business Corporation Act;
4. that the Corporation has not transacted business in the State of Florida within the meaning of Section 607.1501 of the Florida Business Corporation Act between July 8, 1987 and September 18, 1995; and
5. that from September 18, 1995 through December 31, 1998, the Corporation transacted business in Florida only through its wholly-owned subsidiary, Roger-American Company of Florida, Inc., a North Carolina corporation, which subsidiary was qualified to transact business in the State of Florida September 18, 1995.

Dated: January 13, 1999


Marty D. Carter

FILED
98 DEC 31 PM 3:35
NOTARY OF FLORIDA
ALSHASSEE, FLORIDA

Subscribed and sworn to before me
the 13 day of January, 1999.


Notary Public
My commission expires: 11-05-03

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO 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. Rogers-American 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. North Carolina
(State or country under the law of which it is incorporated)
3. 56-0638286
(FEI number, if applicable)
4. October 29, 1956
(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. 7315 Pineville-Matthews Road, Charlotte, North Carolina 28226
(Current mailing address)

8. See attached purpose clause
(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

Connie Bryan
(Registered agent's signature) (Officer)

Connie Bryan, Special Asst. Secretary
(Type Name and Title of Officer)

FILED
 98 DEC 31 PM 3:36
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Douglas H. Holstein

Address: 7315 Pineville-Marthews Road

Charlotte, North Carolina 28226

Vice President: _____

Address: _____

Secretary: Sidney D. Rogers, Jr.

Address: 490 Turnpike Street

Canton, Massachusetts 02021

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC 31 PM 3:36

FILED

12-29-98

04:57pm

From-GOODWIN, PROCTER & HOAR LLP

6175231231

T-091

P.05/07

F-089

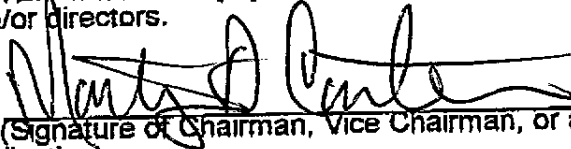
Treasurer: Marry D. Carter

Address: 7315 Pineville-Matthews Road

Charlotte, North Carolina 28226

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.

Marry D. Carter, Treasurer and CFO
(Typed or printed name and capacity of person signing application)

FILED

98 DEC 31 PM 3:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

**Directors of
Rogers-American Company, Inc.**

1. Douglas H. Holstein
7315 Pineville-Matthews Road
Charlotte, North Carolina 28226
2. Sidney D. Rogers, Jr.
490 Turnpike Street
Canton, Massachusetts 02021
3. Gerald R. Leonard
490 Turnpike Street
Canton, Massachusetts 02021

FILED
98 DEC 31 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

**Purpose Clause of
Rogers-American Company, Inc.**

To operate a food brokerage business providing outsourced sales, merchandising and marketing services to manufacturers, suppliers and producers of food products and consumer goods and such other business as may be allowed under the laws of the State of Florida.

FILED

98 DEC 31 PM 3:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF NORTH CAROLINA



Department of The
Secretary of State

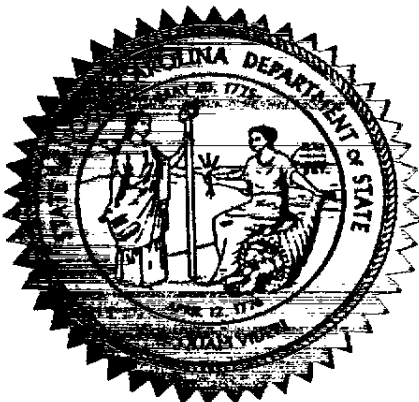
CERTIFICATE OF EXISTENCE

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

ROGERS-AMERICAN COMPANY, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 30th day of October, 1956, with its period of duration being perpetual.

I **FURTHER** certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 **has been** delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 10th day of December, 1998.

Elaine F. Marshall

Secretary of State

FILED
90 DEC 31 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA