

MU9000004998

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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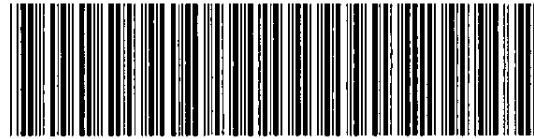
(Business Entity Name)

(Document Number)

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B. KOHR

DEC 22 2009

EXAMINER



CORPORATION SERVICE COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 DEC 22 PM 2:15

ACCOUNT NO. : I20000000195

REFERENCE : 228115 7735165

AUTHORIZATION

COST LIMIT : \$ 125.00

[Handwritten signature]

ORDER DATE : December 22, 2009

ORDER TIME : 11:02 AM

ORDER NO. : 228115-020

CUSTOMER NO: 7735165

FOREIGN FILINGS

NAME: DELHAIZE AMERICA, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. Delhaize America, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. North Carolina 3. 56-066-0192
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. December 18, 2009 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. *See Exhibit A attached hereto.
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 2110 Executive Drive
Salisbury, North Carolina 28147
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

Pierre-Olivier Beckers, 2110 Executive Drive, Salisbury, North Carolina 28147

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: To engage in any lawful
act or activity for which limited liability companies may be organized under the Florida
statutes.

G. Linn Evans
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

G. Linn Evans, Assistant Secretary of Delhaize US Holding, Inc., Member

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Delhaize America, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Corporation Service Company

BY: 

(Signature)

| | |
|-----------|----------------------------------|
| \$ 100.00 | Filing Fee for Application |
| \$ 25.00 | Designation of Registered Agent |
| \$ 30.00 | Certified Copy (optional) |
| \$ 5.00 | Certificate of Status (optional) |

Delhaize America, LLC
Application by Foreign Limited
Liability Company for Authorization to
Transact Business in Florida

Exhibit A

December 18, 2009

The company converted from a corporation to a limited liability company on December 18, 2009, continuing on the business as then conducted.



NORTH CAROLINA

Department of The Secretary of State

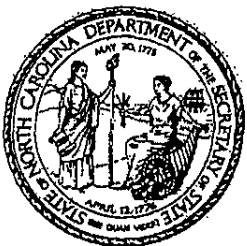
CERTIFICATE OF EXISTENCE (Limited Liability Company)

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

DELHAIZE AMERICA, LLC

is a limited liability company duly formed under the laws of the State of North Carolina, having been formed on the 18th day of December, 2009, with its period of duration being Perpetual.

I FURTHER certify that the said limited liability company's articles of organization are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said limited liability company is not administratively dissolved for failure to comply with the provisions of the North Carolina Limited Liability Company Act; and that the said limited liability company has not filed articles of dissolution as of this date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 18th day of December, 2009.

Elaine F. Marshall

Secretary of State