

MA8000001597

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

98 DEC 28 AM 8:51
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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***285.00 ***285.00

Telmark LLC

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Limited Liability Company | | |
| <input checked="" type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other ucc-1 / ucc-3 |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="radio"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="radio"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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12/28

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CONNIE

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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. Telmark LLC
(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)

2. Delaware 3. 16-1551523
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. June 25, 1998 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. July 1, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))

7. 333 Butternut Drive, Dewitt, NY 13214

(Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>See attached list</u>	<u>MGR</u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>
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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

TELMARK LLC MANAGERS

	<u>Social Security #</u>	<u>DOB</u>	<u>Home Address</u>
Daniel J. Edinger	055-38-6455	1/27/51	8 Landgrove Drive Fayetteville, NY 13066
Andrew J. Gilbert	126-54-2565	8/18/58	Box 517 St Hwy 72 Potsdam, NY 13676
Samuel F. Minor	170-32-2049	6/29/38	RD #2, Box 243 Washington, PA 15301
Peter J. O'Neill	055-40-7239	1/20/47	4884 Firethorn Cir. Manlius, NY 13104
Gary K. Van Slyke	068-36-0355	1/22/43	5633 Griffith Road Portageville, NY 14536
William W. Young	118-42-2182	7/15/52	800 Co Rd 27 Clifton Springs, NY 14432

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 "TELMARK LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1998.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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981495391

AUTHENTICATION:

DATE:

9480038

12-22-98

**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:

Telmark LLC

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

C T CORPORATION SYSTEM

(Name)

1200 South Pine Island Road

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation FL 33324

(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.

C T CORPORATION SYSTEM

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Connie Bryan
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Telmark LLC

_____ certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00 ;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 1,000.00 .
(This total includes amounts from 2 and 3 above.)



Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Peter J. O'Neill, Vice President, Agway Holdings Inc.

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit