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Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

100002727971--9  
-12/31/98--01051--011  
\*\*\*\*285.00 \*\*\*\*285.00

Dairy Partners, LLC dl/bla  
Dairyman's Partners, LLC

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
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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. Dairy Partners, 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. 36-4141698  
 (Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. February 6, 1997 5. December 31, 2025  
 (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

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

7. 1910 Decherd Blvd.  
Decherd, TN 37324  
 (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)

<b>NAME &amp; ADDRESS:</b>	<b>TITLE:</b>	<b>NAME &amp; ADDRESS:</b>	<b>TITLE:</b>
<u>P.A. Lawless</u>	<u>General Manager</u>	_____	_____
<u>370 N. Wabasha Street</u>		_____	
<u>St. Paul, MN 55102</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.)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DAIRY PARTNERS, 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-THIRD DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2715605 8300

AUTHENTICATION: 9484564

981499320

DATE: 12-23-98

**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:

Dairy Partners, LLC

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

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(Name)

1200 South Pine Island Road

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

Plantation FL 33324

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(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.*

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*Jonnie Bryan*  
\_\_\_\_\_  
(Signature)

**JONNIE BRYAN**  
**SPECIAL ASSISTANT SECRETARY**

**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 Dairy Partners, 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 \$ 70,000 ;
  
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 2,886,691.63 ;  
(A description of the property is attached and made a part hereto.) See Exhibit A.  
and
  
- 4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is (as adjusted for cumulative Net Income and Net Loss) \$ 1,175,218.56 ;  
(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.)

\_\_\_\_\_  
P.A. Lawless, General Manager

\_\_\_\_\_  
Typed or printed name of signee

**Filing Fee: \$250.00 for Application and Affidavit**

**Exhibit A**

**DAIRY PARTNERS, LLC  
DESCRIPTION OF CONTRIBUTIONS  
(OTHER THAN CASH)  
EFFECTIVE AS OF 10/1/98**

Inventory	\$2,924,871.63
Fixed Assets	44,197.24
Accrued Vacation	<u>(82,377.24)</u>
Total	<u>\$2,886,691.63</u>