

Document Number Only

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C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

800002915888--0

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*****285.00 *****285.00

CORPORATION(S) NAME

Claro Distribution, LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 25 PM 2 00

☐ Profit

☐ NonProfit

☒ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ Call When Ready

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☐ After 4:30

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THANKS

JOEY

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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. Agro Distribution, LLC

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

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 41-1941923

(FEI number, if applicable)

4. 6/4/99

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon authorization

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

7. 5500 Cenex Drive, Inver Grove Heights, MN 55077

(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>			

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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.)

AGRO DISTRIBUTION, LLC

<u>Business Address:</u>	<u>Name:</u>	<u>Title:</u>
Agro Distribution, LLC, 5500 Cenex Drive Inver Grove Heights, MN 55077	John Johnson	Director/Manager
Agro Distribution, LLC 5500 Cenex Drive Inver Grove Heights, MN 55077	Leon Westbrook	Director/Manager
Agro Distribution, LLC 5500 Cenex Drive Inver Grove Heights, MN 55077	Duane Halverson	Director/Manager
Agro Distribution, LLC 5500 Cenex Drive Inver Grove Heights, MN 55077	A. J. Giese (AI)	President
Agro Distribution, LLC 5500 Cenex Drive Inver Grove Heights, MN 55077	Paul Rhein	Vice President
Agro Distribution, LLC 5500 Cenex Drive Inver Grove Heights, MN 55077	James J. Greengard	Secretary and Treasurer
Agro Distribution, LLC 5500 Cenex Drive Inver Grove Heights, MN 55077	Stan Marquardt	Vice President
Agro Distribution, LLC 5500 Cenex Drive Inver Grove Heights, MN 55077	Robert Broich	Vice President
Agro Distribution, LLC 5500 Cenex Drive Inver Grove Heights, MN 55077	Darrell Forkrud	Vice President
Agro Distribution, LLC 5500 Cenex Drive Inver Grove Heights, MN 55077	Bruce Senst	Vice President
Agro Distribution, LLC 5500 Cenex Drive Inver Grove Heights, MN 55077	Brad Englund	Vice President

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Agro Distribution, LLC 5500 Cenex Drive Inver Grove Heights, MN 55077	William Card	Vice President
Agro Distribution, LLC 5500 Cenex Drive Inver Grove Heights, MN 55077	Steve Miller	Vice President
Agro Distribution, LLC 5500 Cenex Drive Inver Grove Heights, MN 55077	Monty Summa	Executive Vice President
Agro Distribution, LLC 5500 Cenex Drive Inver Grove Heights, MN 55077	Bob Dever	Assistant Secretary
Agro Distribution, LLC 5500 Cenex Drive Inver Grove Heights, MN 55077	Dave Anderson	Vice President
Agro Distribution, LLC 5500 Cenex Drive Inver Grove Heights, MN 55077	Dale Locken	Vice President
Agro Distribution, LLC 5500 Cenex Drive Inver Grove Heights, MN 55077	Dave Anderson	Vice President/ Manager
Agro Distribution, LLC c/o Land O'Lakes, Inc. 4001 Lexington Avenue North Arden Hills, MN 55126	John E. Gherty	Director/Manager
Agro Distribution, LLC c/o Land O'Lakes, Inc. 4001 Lexington Avenue North Arden Hills, MN 55126	John Rebane	Assistant Secretary

mGR

mGRm

4001 Lexington Ave N
Arden Hills MN 55126

Land O'Lakes
Holdings, Inc.

member

5500 Cenex Dr
Inver Groves Heights
MN 55077

CHS Holdings, Inc.

member

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**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:

Agro Distribution, LLC

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

CT 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.

Michelle R. Justison, Asst Secy
(Signature)

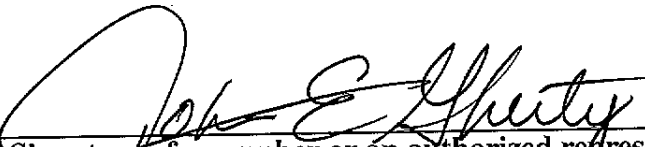
Filing Fee: \$35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of Agro Distribution, LLC
_____ certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 100,000,000 ;
- 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 \$ 100,000,000 .
(This total includes amounts from 2 and 3 above.)



Signature of a member or an 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.)

John E. Gherty

Typed or printed name of signee
President of Land O'Lakes Holdings, Inc./Corporate Member

Filing Fee: \$250.00 for Application and Affidavit

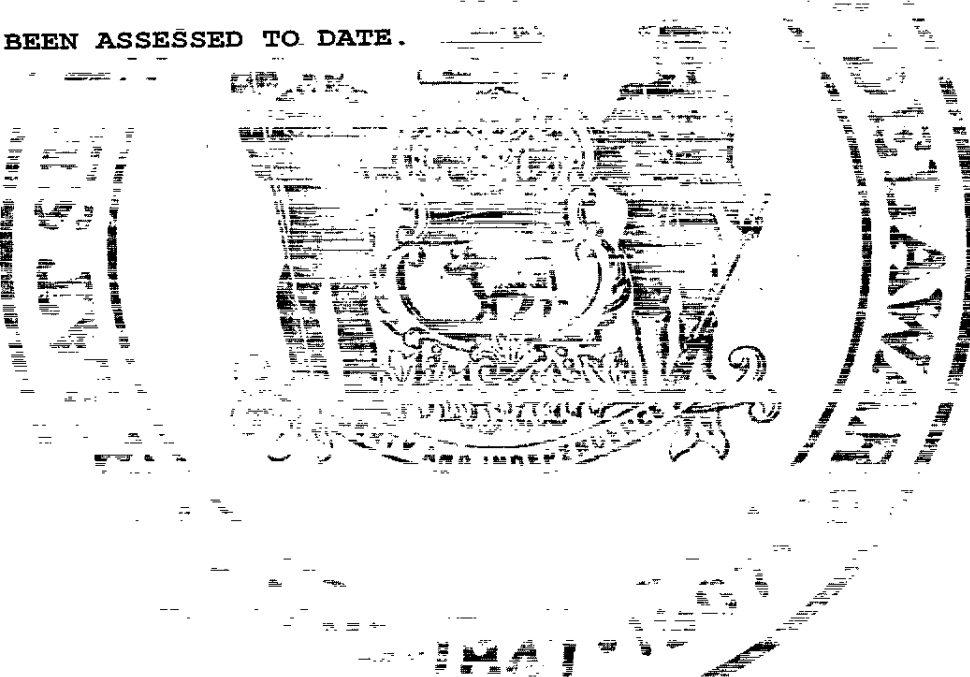
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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AGRO DISTRIBUTION, 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 TENTH DAY OF JUNE, A.D. 1999.

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



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

3051951 8300

991234588

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06-10-99