

Filing and License Fee: \$310.00 minimum



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

2014 MAY 27 AM 11:17
SECRETARY OF STATE
CORPORATIONS DIV

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

Pinnacle Agriculture Distribution, Inc.

- 1. The name of the corporation is
2. It is incorporated under the laws of Mississippi
3. The name, if different, which it elects to use in Rhode Island is:
(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation", "company", "incorporated", or "limited" or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:
(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:
4. The date of its incorporation is 8/22/2012 and the period of its duration is perpetual
5. The address of its principal office is 518 N. Sharpe Ave., Cleveland, MS 38732
6. The address of its proposed registered office in Rhode Island is 222 Jefferson Blvd Ste 200 (Street Address, not P.O. Box)
Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at that address is Capitol Corporate Services, Inc. (Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
The sale of agricultural products and services.

- 8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).
Name Address
Director Larry Kenneth Cordell, Jr. 456 Tennessee St., Ste. 102, Memphis, TN 38103
Director Barry Knight 456 Tennessee St., Ste. 102, Memphis, TN 38103
Director Dean Williams 456 Tennessee St., Ste. 102, Memphis, TN 38103

FILED
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By 225027
A.A. 11:17 A.M.

(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	<u>Larry Kenneth Cordell, Jr.</u>	<u>456 Tennessee St., Ste. 102, Memphis, TN 38103</u>
Vice President	<u>Charles V. Michell</u>	<u>456 Tennessee St., Ste. 102, Memphis, TN 38103</u>
Treasurer	<u>Dennis Roerty</u>	<u>5250 Hahns Peak Dr., Ste. 110, Loveland, CO 80538</u>
Secretary	<u>Beverly Gates</u>	<u>456 Tennessee St., Ste. 102, Memphis, TN 38103</u>

9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>1000</u>	<u>Common</u>		<u>.01</u>

10. (a) \$ 160,989,000.00 = An estimate of the value of all property to be owned by the corporation for the following year, wherever located.
- (b) \$ 0 = An estimate of the value of the corporation's property to be located within Rhode Island during the following year.
- (c) 0 % = An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located. *{divide (b) by (a) and multiply by 100 to obtain the percentage}*
11. (a) \$ 62,795,218 = An estimate of the gross amount of business to be transacted by the corporation during the following year.
- (b) \$ 0 = An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year.
- (c) 0 % = An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year. *{divide (b) by (a) and multiply by 100 to obtain the percentage}*
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____.

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 5/20/2014

Beverly Gates
Signature of Authorized Officer of the Corporation

Beverly Gates, Vice President & Secretary
Type & Print Name of Authorized Officer

State of Mississippi
Office of the Secretary of State
C. Delbert Hosemann, Jr., Secretary of State
Jackson, Mississippi

CERTIFICATE

I, C. DELBERT HOSEMANN, JR., Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on August 22, 2012, the State of Mississippi issued a Charter/Certificate of Authority to:

PINNACLE AGRICULTURE DISTRIBUTION, INC.

That the state of incorporation is MISSISSIPPI.

That the period of duration is perpetual.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual Report has been delivered to the Office of the Secretary of State.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.



Given under my hand
and seal of office
May 19, 2014

C. Delbert Hosemann, Jr.

C. Delbert Hosemann, Jr.
Secretary of State



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

