

Filing and License Fee: \$310.00 minimum

ID Number: 164802



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

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:

1. The name of the corporation is KEHE FOOD DISTRIBUTORS, INC.

2. It is incorporated under the laws of STATE OF ILLINOIS

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 May 2, 1961 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 900 N. SCHMIDT ROAD, ROMEOVILLE, IL 60446

6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street Address, not P.O. Box)

Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is C T Corporation System
(Name of Agent)

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

Wholesale Grocery Distribution

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).

	<u>Name</u>	<u>Address</u>
Director	<u>Jerald F. Kehe</u>	<u>900 N. Schmidt Rd., Romeoville, IL 60446</u>
Director	<u>Joseph Shannon</u>	<u>900 N. Schmidt Rd., Romeoville, IL 60446</u>
Director	<u>Thomas Porter, Sr.</u>	<u>900 N. Schmidt Rd., Romeoville, IL 60446</u>
Director	<u>William Gianaras</u>	<u>900 N. Schmidt Rd., Romeoville, IL 60446</u>

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BY [Signature] 2924

(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	BRANDON BARNHOLT	900 N. Schmidt Rd., Romeoville, IL 60446
Vice President	TOM PORTER, SR.	900 N. Schmidt Rd., Romeoville, IL 60446
Treasurer	WILLIAM GIANARAS	900 N. Schmidt Rd., Romeoville, IL 60446
Secretary	WILLIAM GIANARAS	900 N. Schmidt Rd., Romeoville, IL 60446

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>
37,427	Common		\$.50

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ \$65,611,500.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$.00.

(c) 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, is 0%. [divide (b) by (a) and multiply by 100 to obtain the percentage].

11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$.00.

(b) 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 is \$.00.

(c) 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 is 0% [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: 6-20-2007

Sherri Peabody
Signature of Authorized Officer of the Corporation

Sherri Peabody
Type or Print Name of Authorized Officer

File Number 4091-452-8



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

KEHE FOOD DISTRIBUTORS, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON MAY 02, 1961, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.



Authentication #: 0716401790

Authenticate at: <http://www.cyberdrivellinois.com>

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 13TH day of JUNE A.D. 2007 .

Jesse White

SECRETARY OF STATE