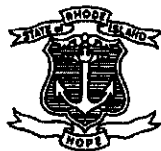


Filing and License Fee: \$310.00 minimum



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

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV  
2015 AUG - 5 PM 3:39

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 KRAFT HEINZ FOODS COMPANY
2. It is incorporated under the laws of Pennsylvania
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 07/27/1900 and the period of its duration is Perpetual

5. The address of its principal office is 1 PPG PLACE SUITE 3200, PITTSBURGH, PA 15222-5447

6. The address of its proposed registered office in Rhode Island is 450 Veterans Memorial Parkway, Suite 7A  
(Street Address, not P.O. Box)

East Providence, RI 02914 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:

PRODUCER AND MARKETER OF BRANDED FOOD PRODUCTS. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of its jurisdiction of incorporation.

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>Bernardo Hees</u>	<u>1 PPG Place, Suite 3200 Pittsburgh, PA 15222</u>
Director	<u>Paulo Basilio</u>	<u>1 PPG Place, Suite 3200 Pittsburgh, PA 15222</u>
Director	<u>FILED</u>	
Director	<u>AUG 05 2015</u>	

(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). SEE ATTACHMENT

	<u>Name</u>	<u>Address</u>
President	Bernardo Hees	1 PPG Place, Suite 3200 Pittsburgh, PA 15222
Vice President	Paulo Basilio	1 PPG Place, Suite 3200 Pittsburgh, PA 15222
Treasurer	James Liu	1 PPG Place, Suite 3200 Pittsburgh, PA 15222
Secretary	Jim Savina	1 PPG Place, Suite 3200 Pittsburgh, PA 15222

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>
1000	Third Cumulative Preferred	5th	\$10.00
174	Common		no par value

10. (a) \$ 9,363,800,000 = An estimate of the value of all property to be owned by the corporation for the following year, wherever located.
- (b) \$ None = An estimate of the value of the corporation's property to be located within Rhode Island during the following year.
- (c) 0.0000 % = 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) \$ 16,722,200,000 = An estimate of the gross amount of business to be transacted by the corporation during the following year.
- (b) \$ 5,900,000 = 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) 0.0353 % = 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: 07/02/2015 \_\_\_\_\_

  
Signature of Authorized Officer of the Corporation

JAMES LIU, Vice President & Treasurer  
Type or Print Name of Authorized Officer

**KRAFT HEINZ FOODS COMPANY**  
**DIRECTORS AND OFFICERS LIST**  
**AS OF JULY 2, 2015**

**DIRECTORS**

<b>NAME</b>	<b>TITLE</b>	<b>ADDRESS</b>	<b>ELECTION DATE</b>
Bernardo Hees	Director	1 PPG Place, Suite 3200 Pittsburgh, PA 15222	07/02/2015
Paulo Basilio	Director	1 PPG Place, Suite 3200 Pittsburgh, PA 15222	07/02/2015

**OFFICERS**

<b>NAME</b>	<b>TITLE</b>	<b>ADDRESS</b>	<b>ELECTION DATE</b>
Bernardo Hees	Chief Executive Officer, President	1 PPG Place, Suite 3200 Pittsburgh, PA 15222	06/07/2013
Paulo Basilio	Chief Financial Officer, Vice President & Assistant Secretary	1 PPG Place, Suite 3200 Pittsburgh, PA 15222	06/07/2013
Jim Savina	Senior Vice President, General Counsel & Corporate Secretary	1 PPG Place, Suite 3200 Pittsburgh, PA 15222	07/02/2015
James Liu	Global Treasurer	1 PPG Place, Suite 3200 Pittsburgh, PA 15222	06/07/2013
Fabio Spina	Assistant Secretary	1 PPG Place, Suite 3200 Pittsburgh, PA 15222	04/22/2015
Julie Groetsch	Assistant Secretary	1 PPG Place, Suite 3200 Pittsburgh, PA 15222	04/22/2015
Daniel Shaw	Assistant Secretary	1 PPG Place, Suite 3200 Pittsburgh, PA 15222	04/22/2015

**COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE**

**JULY 22, 2015**

**TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:**

**I DO HEREBY CERTIFY THAT,**

**Kraft Heinz Foods Company**

**is duly incorporated as a Pennsylvania Business Corporation under the laws of the Commonwealth of Pennsylvania and remains subsisting so far as the records of this office show, as of the date herein.**

**I DO FURTHER CERTIFY THAT, This Subsistence Certificate shall not imply that all fees, taxes, and penalties owed to the Commonwealth of Pennsylvania are paid.**



**IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.**

*Pedro A. Contes*

**Secretary of the Commonwealth**