

Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

113707

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 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 Southern States Cooperative, Inc.

2. It is incorporated under the laws of Virginia

3. The name, if different, which it elects to use in Rhode Island is: NA

(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 3/14/23 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 6606 West Broad Street, Richmond, Virginia 23230

6. The address of its proposed registered office in Rhode Island is 170 Westminster Street, Suite 900,
Providence 02903 (Street Address, not P.O. Box)
(City/Town) (Zip Code)

and the name of its proposed registered agent in Rhode Island at
that address is Corporation Service Company
(Name of Agent)

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
To engage in the business of a regional cooperative, including marketing and supplying
agricultural products to its patrons as well as manufacturing, wholesaling and retailing
its supplies and services and all legal activities related thereto.

8. The names and respective addresses of the directors and officers are: See attached lists of Officers and Director

Name

Address

Director

Director

President

Vice President

Treasurer

Secretary

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SECRETARY OF STATE
CORPORATIONS DIV.

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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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
<u>1,000,000</u>	<u>Preferred</u>		<u>\$100.00</u>
<u>20,000,000</u>	<u>Common</u>		<u>\$ 1.00</u>

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
<u>1,000,000</u>	<u>Preferred</u>		<u>\$100.00</u>
<u>20,000,000</u>	<u>Common</u>		<u>\$ 1.00</u>

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 420,000,000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.00.
- (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].
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 1,662,000,000.
- (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 \$ 0.00.
- (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].
13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 7-11-00

Southern States Cooperative, Inc.

Print Exact Name of Corporation Making Application

By At Encarnado Jr.

☐ President or ☒ Vice President (check one)

By Khy S. B. AND

☐ Secretary or ☒ Assistant Secretary (check one)

STATE OF Virginia
COUNTY OF Richmond
City City

In _____, on this 11th day of July, 2000, personally appeared before me N. Hopper Ancarrow, Jr. who, being by me first duly sworn, declared that he/she is the Vice President, Gen. Counsel & Secretary of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Katherine Earp
Notary Public

My Commission Expires: 6-30-03



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, Secretary of State

September 18, 2001

Ms. Judy Chavis
Southern States Cooperative
6606 West Broad Street
Richmond, VA 23230

Re: **ID 113707**
Southern States Cooperative, Inc.

Dear Ms. Chavis:

On July 24, 2000, this office accepted for filing Certificate of Authority for the above-named corporation. It has come to our attention that the corporation neglected to reflect its exact corporate name on its application.

Enclosed please complete and return, without filing fee, the enclosed Application for Amended Certificate of Authority reflecting the exact name of the corporation "Southern States Cooperative Incorporated."

If you have any questions, please feel free to contact me.

Very truly yours,

CORPORATIONS DIVISION

Maureen E. Ewing
Maureen E. Ewing
Assistant to the Director

Enc.

100 North Main Street
Providence
Rhode Island
02903-1355

Corporations/UCC
401-222-3040
Fax: 401-222-1309

Elections
401-222-2340
Fax: 401-222-1444

First Stop Business
Information Center
401-222-2185
Fax: 401-222-3890

Notary/Trademarks
401-222-1487
Fax: 401-222-3879

www.state.ri.us

OFFICERS
SOUTHERN STATES COOPERATIVE, INCORPORATED

Wayne A. Boutwell
10 River Court Lane
Richmond, Va. 23233
President and Chief Executive Officer

N. Hopper Ancarrow, Jr.
921 South Gaskins Road
Richmond, Va. 23233
Vice President, General Counsel and Secretary

Jonathan A. Hawkins
3910 Victoria Lane
Midlothian, Va. 23113
Senior Vice President and Chief Financial Officer

K. Gene McClung
1631 Charrington Drive
Midlothian, VA 23113
Group Vice President, Marketing & Logistical Services

Robert W. Taylor
7981 Kenmore Drive
Mechanicsville, VA 23111
Vice President and Controller

George W. Winstead
11921 Bollingbrook Drive
Richmond, VA 23236
Group Vice President, Ag and Input Services

Leslie T. Newton
109 Early Street
Ashland, VA 23005
Vice President and Treasurer

**BOARD OF DIRECTORS
SOUTHERN STATES COOPERATIVE, INCORPORATED**

Michael W. Beahm
7816 Sanderson Drive
Roanoke, VA 24019-7215

R. Bruce Johnson
29900 King William Road
West Point, VA 23181-9629

Cecil C. Bell, Jr.
3520 Paris Road
Georgetown, Ky 40324-9773

James A. Kinsey
Route 1, Box 189
Flemington, WV 25347-9720

Floyd K. Blessing
234 Blairs Pond Road
Houston, DE 19954-9618

J. Wayne McAtee
958 Barefield Road
Cadiz, KY 42211-9710

James E. Brady, Jr.
Route 2, Box 176
Marion, AL 36756-9227

John Bert East
4025 County Road 5
Leesburg, AL 35983-5342 (PH: 256-526-8845)

Earl L. Camobell
705 Spears Lane
Danville, KY 40422-9263

Raleigh O. Ward, Jr.
822 Effingham Highway
Effingham, SC 29541-7503 (PH: 843-669-3575)

Jere L. Cannon
Route 3, Box 273
Flemingsburg, KY 41041-9547

Richard F. Price
2515 Stockton Road
Phoenix, MD 21131

William F. Covington
3008 S. NC 119
Mebane, NC 27302-8168

William G. Pridgeon
1115 Pridgeon Road
Montgomery, MI 48255-9603

Herbert A. Daniel
Route 2, Box 94
Claxton, GA 30417-9444

Curry A. Roberts
PM Holdings, L.L.C.
2095 Daubney Road
Richmond, VA 23230-3310

H. Michael Davis
3982 Bemiss Knights
Academy Road
Valdosta, GA 31605-4821

George E. Fisher
5615 James Madison Highway
Gordonsville, VA 22942-9724