

Filing Fee: \$150.00

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

ID Number: 108843



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned 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 The ICEE Company
2. It is incorporated under the laws of Delaware
3. The name which it elects to use in Rhode Island is The New Frozen Drinks Company, Inc.

(If the corporation does not contain the word "corporation," "company," "incorporated," or "limited" or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island.)

4. The date of its incorporation is September 16, 1987 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 1209 Orange Street, Wilmington, Delaware 19801
6. The address of its proposed registered office in Rhode Island is 123 Dora Street 10 Wyomond St
Providence 02903 (Street)
(City/Town) RI (Zip Code) and the name of its proposed registered agent in
Rhode Island at that address is C T Corporation System

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

See attached purpose clause

8. The names and respective addresses of the directors and officers are:

Name	Address
Director <u>Dennis G. Moore</u>	<u>6000 Central Highway, Pennsauken, New Jersey</u>
Director <u>Gerald B. Shreiber</u>	<u>6000 Central Highway, Pennsauken, New Jersey</u>
President <u>See attached list of officers</u>	

Vice President 66. WJ 20 1 61 130

Secretary SECRETARY OF STATE

Treasurer RECEIVED

Form No. 27A
Revised 5/97

(RI - 2175 - 6/24/97)

STATE OF RHODE ISLAND
OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION

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By 232398

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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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
3,000	Common	Common	.025

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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
100	Common	Common	.025

11. 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 0.04%; and 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 0.08%.

12. An estimate of the value of all property to be owned by it for the following year wherever located is \$ 90,616.00

13. An estimate of the value of its property to be located within Rhode Island during the following year is \$ 40,000

14. An estimate of the gross amount of business to be transacted by it during the following year is \$ 95,000,000

15. An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during the following year is \$ 75,000

16. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated upon filing, 19 98

The ICEE Company

(Exact Corporate Name of Corporation Making Application)

By Kent Holloway

☐ President or ☒ Vice President (check one)

Kent Holloway
AND

By Dennis G. Moore

☐ Secretary or ☒ Assistant Secretary (check one)

Dennis G. Moore

STATE OF New Jersey
COUNTY OF Camden

In Pennsauken, on this 4th day of August, 19 98, personally appeared before me Dennis G. Moore, an officer of the corporation, who, under oath, verified that the information contained in this Application is true and accurate.

Brenda Casteel
Notary Public

My Commission Expires: June 19, 2001

BRENDA CASTEEL
NOTARY PUBLIC
STATE OF NEW JERSEY
MY COMMISSION EXPIRES
JUNE 19 2001

Appendix to Rhode Island
Application for Certificate of Authority

**Purpose Clause of
The ICEE Company**

To manufacture, warehouse, market, sell and distribute 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 Rhode Island.

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Appendix to Rhode Island
Application for Certificate of Authority

**Officers of
The ICEE Company**

1. Dennis G. Moore, Secretary & Asst. Treasurer
6000 Central Highway
Pennsauken, New Jersey 08109
2. Dan Fachner, President
23660 Research Drive, Unit A
Farmington Hills, Michigan 48335
3. Kent Galloway, Vice President & CFO
4701 Airport Drive
Ontario, California 91761

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "THE ICEE COMPANY" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE SIXTEENTH DAY OF SEPTEMBER, A.D. 1987, AT 10 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-FIRST DAY OF OCTOBER, A.D. 1987, AT 10 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWELFTH DAY OF MAY, A.D. 1988, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE EIGHTH DAY OF FEBRUARY, A.D. 1989, AT 10 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE EIGHTEENTH DAY OF SEPTEMBER, A.D. 1991, AT 10 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTIETH DAY OF SEPTEMBER, A.D. 1994, AT 11:30 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE ELEVENTH DAY OF DECEMBER, A.D. 1997, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "ICEE-USA

2137918 8100H

991436328



Edward J. Freel
Edward J. Freel, Secretary of State

0027446

AUTHENTICATION:

DATE:

10-15-99