

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

ID Number: 116049



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
(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 Ahold U.S.A. Holdings, Inc. *57K*
2. It is incorporated under the laws of Maryland
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 February 15, 2000 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 6300 Sheriff Road, Landover, MD 20151
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 CT CORPORATION SYSTEM
(Name of Agent)
7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
See attached
8. The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>Richard A. Baird</u>	<u>6300 Sheriff Road, Landover, MD 20785</u>
Director	<u>See attached for remaining directors</u>	
President	<u>Richard A. Baird</u>	<u>6300 Sheriff Road, Landover, MD 20785</u>
Vice President	<u>J. Bernard Ellis</u>	<u>6300 Sheriff Road, Landover, MD 20785</u>
Treasurer	<u>Vacant</u>	
Secretary	<u>David Rutstein</u>	<u>6300 Sheriff Road, Landover, MD 20785</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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
100	Common	None	\$1.00

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
100	Common	None	\$1.00

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 6,650,000,000.00.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.
- (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 \$ 14,193,000,000.00.
- (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 \$ 0.
- (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: January 21, 2001

Ahold U.S.A. Holdings, Inc.

Print Exact Name of Corporation Making Application

By Richard A. Baird

☒ President or ☐ Vice President (check one)

By Michael R. Heston AND

☐ Secretary or ☒ Assistant Secretary (check one)

FILED

FEB 01 2001

By MD 258257

STATE OF Maryland
COUNTY OF Prince George's

In Landover, Maryland, on this 22 day of January, 2000, personally appeared before me Richard A. Baird, who, being by me first duly sworn, declared that he/she is the President 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.

Notary Public

My Commission Expires:

CHRISTINA STOVALL, NOTARY PUBLIC

PRINCE GEORGE'S COUNTY, MD

My Commission Expires Aug. 19, 2001

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

STATE OF RHODE ISLAND AND PROVIDENCE PLANATIONS
ATTACHMENT TO APPLICATION FOR CERTIFICATE OF AUTHORITY

Reference is made to Number 7. The nature of the principal business in Rhode Island is:
To establish, acquire by purchase, lease property and to conduct and operate public markets, stores and other establishments and to sublet, lease and rent spaces therein; to buy, sell and otherwise deal in and deal with, at wh and/or retail, as principal or agent, farm and garden products, dairy and creamery products and foods, food stuffs, food products and preparations, groceries, meats, poultry, eggs, butter, cheese, vegetables, milk, fish, seafood an edibles of any and every description and to engage in any business which may seem advantageous or useful in connection therewith.

Reference is made to Number 8

Section 8 - Officers:

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
	Senior Vice President-General Counsel/Chief Administrative Officer/Secretary	
David W. Rutstein	Executive Vice President-Human Resources	6300 Sheriff Road, Landover, MD 20785
James Lawler	Assistant Secretary	6300 Sheriff Road, Landover, MD 20785
Susan A. Winchurch	Assistant Secretary	6300 Sheriff Road, Landover, MD 20785
Ernie J. Smith	Assistant Secretary	6300 Sheriff Road, Landover, MD 20785
Michael C. Buchsbaum	Assistant Secretary	6300 Sheriff Road, Landover, MD 20785
Frank Zampardi	Assistant Treasurer	6300 Sheriff Road, Landover, MD 20785

Section 8 - Directors:

<u>Name</u>	<u>Business Address</u>
Robert G. Tobin	14101 Newbrook Drive, Chantilly, VA 20151
Allan S. Noddle	Heijnweg, Albert 1, Zaandam, The Netherlands 1507 EH
Cees H. van der Hoeven	Heijnweg, Albert 1, Zaandam, The Netherlands 1507 EH
Jan G. Andrae	Heijnweg, Albert 1, Zaandam, The Netherlands 1507 EH
A. Michiel Meurs	Heijnweg, Albert 1, Zaandam, The Netherlands 1507 EH

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ARTICLES OF MERGER

Effective 2/27/2000 at 1201am

GIANT FOOD INC.

INTO

THE NAMECHANGE CORPORATION

2/24/2000 10:18a

The undersigned corporations, pursuant to the laws of the State of Maryland, hereby execute following Articles of Merger and hereby certify that:

1. Each party to these Articles of Merger agree to merge.

The name and place of incorporation of:

(i) each party to these Articles of Merger is as follows:

(a) Giant Food Inc. - incorporated in Delaware (the "Merging Corporation"), and

(b) THE NAMECHANGE CORPORATION - incorporated in Maryland.

(ii) the successor corporation in the merger is THE NAMECHANGE CORPORATION - incorporated in Maryland (the "Surviving Corporation").

The Merging Corporation is a foreign corporation.

(i) The Merging Corporation was incorporated on December 19, 1935.

(ii) The Merging Corporation is incorporated pursuant to general law, particularly the General Corporation Law of the State of Delaware.

(iii) The Merging Corporation registered and qualified to do business in the State of Maryland on October 9, 1946.

4. Each county in the State of Maryland:

(i) where each corporation party to these Articles of Merger has its principal office is as follows:

(a) Merging Corporation - Prince George's County, and

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STATE OF MARYLAND
I hereby certify that this is a true and complete copy of the
page document on file in this office. DATED: 2/26/00
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
BY: [Signature] Custodian
This stamp replaces our previous certification system. Effective: 6/95