

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE  
CORPORATIONS DIVISION  
100 NORTH MAIN STREET  
PROVIDENCE, RI 02903

Corp. I.D. #

70289

APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
OF

To the Secretary of State  
of the State of Rhode Island

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:

FIRST: The name of the corporation is McLane/Mid-Atlantic, Inc.

SECOND: The name which it elects to use in Rhode Island is  
McLane/Mid-Atlantic, Inc.

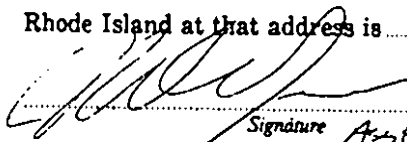
(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Texas

FOURTH: The date of its incorporation is September 25, 1992 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 4747 McLane Parkway Temple, TX 76504

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

  
Signature Anthony J. [illegible]

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are wholesale grocery distribution

EIGHTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
Drayton McLane, Jr.	Director	4747 McLane Parkway Temple, TX 76504
Joseph S. Hardin, Jr.	Director	3009 Ira Young Dr. Apt. 411 Temple, TX 76501
Webster F. Stickney, Jr.	Director	3930 Loop Drive Temple, TX 76502
Drayton McLane, Jr.	President	4747 McLane Parkway Temple, TX 76504
Webster F. Stickney, Jr.	Vice President	3930 Loop Dr. Temple, TX 76502
Michael P. Puryear	Secretary	2501 N. 13th Temple, TX 76501
Webster F. Stickney, Jr.	Treasurer	3930 Loop Dr. Temple, TX 76502
Donald R. Graves	Asst. Sec.	3910 Erie Temple, TX 76504
Caroline Mann	Asst. Treas.	601 N. Twin Oaks, Apt. 1402 Temple, TX 76504

NINTH: 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 per Share or Statement that Shares are without Par Value
1,000,000	Common	n/a	\$0.10

TENTH: 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 per Share or Statement that Shares are without Par Value
1,000	Common	n/a	\$0.10

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 100,000,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ none

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 700,000,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 1,000,000

FIFTEENTH: This Application is accompanied by a copy 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 October 1, 1992

McLane/Mid-Atlantic, Inc.

[Exact Corporate Name of Corporation Making Application]

By

Its Vice President

and

Its Asst. Secretary

STATE OF Texas

COUNTY OF Bell

} Sc.

At Temple, Texas in said County on the 2nd day  
of October 1992, before me personally appeared  
Donald R. Graves, who being by me first duly sworn, declared that  
he is the Asst. Secretary of McLane/Mid-Atlantic, Inc.,  
that he signed the foregoing document as such Asst. Secretary of the  
corporation, and that the statements therein contained are true.

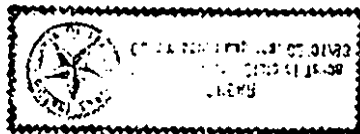
Mildred Grear  
Notary Public

(NOTARIAL SEAL)



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# The State of Texas

## SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, **HEREBY CERTIFIES** that the attached is a true and correct copy of the following described instruments on file in this office:

**MCLANE/MID-ATLANTIC, INC.**

Articles of Incorporation

September 25, 1992

*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this*

20th day of October, A.D. 19 92

John Hannah Jr <sup>dh</sup>  
Secretary of State

