

Filing fee : \$150.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION

86587

Corp. I.D. # _____

APPLICATION FOR CERTIFICATE OF AUTHORITY

OF
Ben & Jerry's Homemade, Inc.

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 Ben & Jerry's Homemade, Inc. *(ob)*

SECOND: The name which it elects to use in Rhode Island is Ben & Jerry's Homemade, 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 Vermont

FOURTH: The date of its incorporation is 12/16/77 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 P.o. Box 240, Waterbury, Vermont 05676

SIXTH: The address of its proposed registered office in Rhode Island is Packet Bldg. 155 S. Main Street PROV. RI and the name of its proposed registered agent in Rhode Island at that address is Corporation Service Company

Michael J. Murray, Esquire

By: *Michael Murray*
Signature

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

Sale of ice cream, frozen yogurt & novelty products.

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

<u>Name</u>	<u>Office</u>	<u>Address</u>
See attached List	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
20,000,000	A		\$.033
3,000,000	B		\$.033
900 T.N.	#		*1.00

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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
6,238,103	A		\$.033
927,750	B		\$.033

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 59,479,732.00

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 0

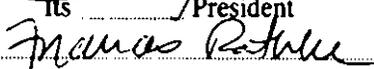
THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 150,000,000

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 \$ 770,000

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 September, 19 95

Ben & Jerry's Homemade, Inc.
(Exact Corporate Name of Corporation Making Application)

By  Its President
and  Its Secretary

STATE OF Vermont }
COUNTY OF Washington } Sc.

At Waterbury Ben & Jerry's in said County on the 8th day
of September 19⁹⁵, before me personally appeared

Robert Holland, Jr. & Frances Rathke, who being by me first duly sworn, declared that

they ~~are~~ are the President & Secretary of Ben & Jerry's Homemade, Inc.,
that he signed the foregoing document as such President and Secretary of the
corporation, and that the statements therein contained are true.



Notary Public

Comm exp 2/99

(NOTARIAL SEAL)

OFFICERS OF BEN & JERRY'S HOMEMADE, INC.

President/ Robert Holland, Jr.
Director: 257 Soundview Avenue
White Plains, NY 10606

Secretary/
Treasurer: Frances Rathke
Ben & Jerry's Homemade, Inc.
P.O. Box 240
Waterbury, Vermont 05676

DIRECTORS OF BEN & JERRY'S HOMEMADE, INC.

Elizabeth Bankowski
6 Tyler Street
Brattleboro, Vermont 05301

Merritt Chandler
RT 30 RR4, Box 175
Middlebury, Vermont 05753

Ben Cohen
82 St. George Lane
Williston, Vermont 05495

Jeff Furman
124 Westfield Drive
Ithaca, New York 14850

Jerry Greenfield
585 South Road
Williston, Vermont 05495

Fredrick Lager
831 Williston Road
Williston, Vermont 05495

Henry Morgan
Box 21, Old Concord Road
Lincoln, MA 01773

Fred Miller
25 Meadows Drive
Melrose, New York 12121

STATE OF VERMONT
OFFICE OF SECRETARY OF STATE



I, James F. Milne, Secretary of State of the State of Vermont, do hereby certify that the attached is a true copy of the

Corporate Documents

for

BEN & JERRY'S HOMEMADE, INC.

which appear of record in this department.

September 8, 1995

*Given under my hand and the seal
of the State of Vermont, at
Montpelier, the State Capital*

James F. Milne

*James F. Milne
Secretary of State*

