



MAR 06 2014

FILE NO. R-1909889.3

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

**APPLICATION FOR REGISTRATION
OF FOREIGN LIMITED LIABILITY COMPANY**

Please read Instructions L025I

1. **ENTITY TYPE** – check only one to indicate the type of entity applying for registration:

☒ LIMITED LIABILITY COMPANY

☐ PROFESSIONAL LIMITED LIABILITY COMPANY

2. **NAME IN STATE OR COUNTRY OF FORMATION (FOREIGN NAME)** – enter the exact, true name of the foreign LLC:

Bimbo Foods Bakeries Distribution, LLC

3. **NAME TO BE USED IN ARIZONA (ENTITY NAME)** – identify the name the foreign LLC will use in Arizona by checking 3.1 or 3.2 (check only one), and follow instructions:

3.1 ☒ **Name in state or country of formation**, with no changes or additions – go to number 4 and continue.

3.2 ☐ **Fictitious name** – check this if the foreign LLC's name in its state or country of formation is not available for use in Arizona or if that name does not contain an LLC identifier, and enter the name in number 3.3 below. **NOTE** – a resolution of the company adopting the fictitious name must be attached to and submitted with this form.

3.3 **If you checked 3.2**, enter or print the name to be used in Arizona:

4. **PROFESSIONAL LIMITED LIABILITY COMPANY SERVICES** – If professional LLC is checked in number 1 above, describe the professional services that the professional LLC will provide (examples: law firm, accounting, medical):

5. **FOREIGN DOMICILE** – list the state or country in which the foreign LLC was formed:
Delaware

6. **DATE OF FORMATION IN FOREIGN DOMICILE:** 09/20/1996

7. **PURPOSE OR GENERAL CHARACTER OF BUSINESS** – describe or state the purpose of the foreign LLC or the general character of the business it proposes to transact in Arizona:
Distribution of baked goods

8. STATUTORY AGENT IN ARIZONA:					
8.1 REQUIRED – give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the statutory agent:			8.2 OPTIONAL – Mailing address in Arizona of statutory agent, if different from street address (can be a P.O. Box):		
Capitol Corporate Services, Inc. Statutory Agent Name (required)					
Attention (optional) 815 North First Ave Ste 4			Attention (optional)		
Address 1			Address 1		
Address 2 (optional) City Phoenix		AZ State	Zip 85003		
Address 2 (optional) City		State	Zip		
8.3 REQUIRED – the <u>Statutory Agent Acceptance</u> form M002 must be submitted along with this Application For Registration.					

- 9. PRINCIPAL OFFICE ADDRESS - FOREIGN DOMICILE STREET ADDRESS** – *see Instructions L025I* – give the **physical or street address** (not a P. O. Box) of the foreign LLC required to be maintained in its state of organization, or, if not so required, of the foreign LLC's statutory agent in its state or country of organization:

Attention (optional) 1675 South State Street		
Address 1 Suite B		
Address 2 (optional) Dover		DE State or Province
City		Zip 19901
Country USA		

10. OPTIONAL – ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:

- 10.1** Is the Arizona known place of business street address the same as the **street address** of the statutory agent? ☒ Yes - go to the next page and continue.
☐ No - complete number 10.2 and continue.
- 10.2** If you answered "no" to number 10.1, give the physical or street address (not a P.O. Box) of the known place of business of the LLC in Arizona:

Attention (optional)		
Address 1		
Address 2 (optional)		
City	State or Province	Zip
Country		

COMPLETE NUMBER 11 OR NUMBER 12 – NOT BOTH.

11. **MANAGER-MANAGED LLC** – *see Instructions L025I* – check this box ☒ If management of the LLC is vested in a manager or managers, and complete and attach the Manager Structure Attachment form L040. *The filing will be rejected if it is submitted without the attachment.*
12. **MEMBER-MANAGED LLC** – *see Instructions L025I* – check this box ☐ If management of the LLC is reserved to the members, and complete and attach the Member Structure Attachment form L041. *The filing will be rejected if it is submitted without the attachment.*
13. **SIGNATURE:** By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT


Signature

Claudia V. Coscia
Printed Name

2-24-2014
Date

REQUIRED – check only one and fill in the corresponding blank if signing for an entity:

<input type="checkbox"/> I am the Individual Manager of this manager-managed LLC or I am signing for an entity manager named:	<input type="checkbox"/> I am a Member of this member-managed LLC or I am signing for an entity member named:	<input checked="" type="checkbox"/> I am a duly authorized agent for this LLC.
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Filing Fee: \$150.00 (regular processing)
Expedited processing – add \$35.00 to filing fee.
All fees are nonrefundable – see Instructions.

Mail: Arizona Corporation Commission – Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

STATUTORY AGENT ACCEPTANCE

Please read Instructions M002

1. **ENTITY NAME** – give the exact name in Arizona of the corporation or LLC that has appointed the Statutory Agent:

Bimbo Foods Bakeries Distribution, LLC

2. **A.C.C. FILE NUMBER** (if entity is already incorporated or registered in AZ):

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity):

Capitol Corporate Services, Inc.

- 3.1 Check one box: ☐ The statutory agent is an **Individual** (natural person).
☒ The statutory agent is an **Entity**.

STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 3 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Gayle Windle
Signature

Gayle Windle, Assistant Secretary on
behalf of Capitol Corporate Services, Inc.
Printed Name

3-5-2014
Date

REQUIRED – check only one:

☐ **Individual as statutory agent:** I am signing on behalf of myself as the individual

☒ **Entity as statutory agent:** I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.

Filing Fee: none (regular processing)
Expedited processing – add \$35.00 to filing fee.
All fees are nonrefundable – see Instructions.

Mall: Arizona Corporation Commission – Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
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MANAGER STRUCTURE ATTACHMENT

1. **ENTITY NAME** – give the exact name of the LLC (foreign LLCs – give name in domicile state or country):

Bimbo Foods Bakeries Distribution, LLC

2. **A.C.C. FILE NUMBER** (if known):

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **Check one box only to indicate what document the Attachment goes with:**

☐ Articles of Organization
 ☐ Articles of Amendment
☒ Application for Registration
 ☐ Articles of Amendment to Application for Registration

4. **MANAGERS / MEMBERS** – give the name and address of each and every **manager** and list all **members who own 20% or more** of the profits or capital of the LLC. Members who own less than 20% may also be listed, but it is not required. Check the appropriate box or boxes below each person listed – *do not check both member boxes*. If more space is needed, use another **Manager Structure Attachment** form.

Richard M. Lee, Jr.			Stephen J. Mollick		
Name			Name		
4801 Cox Road			255 Business Center Drive		
Address 1			Address 1		
Suite 101					
Address 2 (optional)			Address 2 (optional)		
Glen Allen	VA	23060	Horsham	PA	19044
City	State or Province	Zip	City	State or Province	Zip
USA			USA		
Country			Country		
<input checked="" type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member			<input checked="" type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member		
Shelly W. Seligman					
Name			Name		
255 Business Center Drive					
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
Horsham	PA	19044			
City	State or Province	Zip	City	State or Province	Zip
USA					
Country			Country		
<input checked="" type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member			<input type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member		
Name			Name		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City	State or Province	Zip	City	State or Province	Zip
Country			Country		
<input type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member			<input type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member		

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BIMBO FOODS BAKERIES DISTRIBUTION, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF MARCH, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BIMBO FOODS BAKERIES DISTRIBUTION, LLC" WAS FORMED ON THE TWENTIETH DAY OF SEPTEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



2664090 8300

140293035

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1182604

DATE: 03-05-14