

RECEIVED

JAN 09 2015

**ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION**

04918934

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

**CORPORATION STATEMENT OF CHANGE
OF KNOWN PLACE OF BUSINESS ADDRESS, PRINCIPAL OFFICE ADDRESS,
OR STATUTORY AGENT**
Read the Instructions C016i

NOTE – no matter what is being changed, numbers 1, 2, 3.1, 5.1, and 5.2 must be completed.
The form will be rejected if those sections are not completed.

1. ENTITY NAME – give the exact name of the corporation as currently shown in A.C.C. records:
DOLE FOOD COMPANY, INC.

2. A.C.C. FILE NUMBER: F-0993925-4

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

3. ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:

3.1 REQUIRED – list the known place of business address currently shown in A.C.C. records (before any changes):

3.2 Optional – List the NEW known place of business address in Arizona (must be a street or physical address):

Attention (optional)

Attention (optional)

c/o Corporation Service Company

Address 1

Address 1

One Dole Drive

2338 W. Royal Palm Road, Suite J

Address 2 (optional)

Address 2 (optional)

City Westlake Village

State CA

Zip 91362-7300

City Phoenix

State AZ

Zip 85021

3.3 If you completed 3.2, is the NEW known place of business address in Arizona the same as the street address of the statutory agent? ☒ Yes ☐ No

4. PRINCIPAL OFFICE ADDRESS:

4.1 Required if changing – list the principal office address currently shown in A.C.C. records (before any changes):

4.2 Optional – List the NEW principal office address (must be a street or physical address):

Attention (optional)

Attention (optional)

c/o C T Corporation System

Address 1

Address 1

2390 E. Camelback Rd.

One Dole Drive

Address 2 (optional)

Address 2 (optional)

Phoenix

AZ

85016

Westlake Village

CA

91362-7300

City

State

Zip

City

State

Zip

Country

USA

Country

USA

5. CURRENT OR EXISTING STATUTORY AGENT – list the name and addresses of the statutory agent as shown in the records of the Arizona Corporation Commission *before any changes* (this is the existing statutory agent):

5.1 REQUIRED – list the name and physical or street address (not a P.O. Box) in Arizona of the existing statutory agent:			5.2 REQUIRED – list the mailing address (if one exists in A.C.C. records) in Arizona of the existing Statutory Agent:		
Statutory Agent Name C T Corporation System					
Attention (optional)					
Address 1 2390 E. Camelback Rd.			Address 1		
Address 2 (optional)			Address 2 (optional)		
City Phoenix	State AZ	Zip 85016	City	State	Zip

5.3 ☐ **CHANGE IN EXISTING STATUTORY AGENT NAME ONLY** – if the *name only* of the existing statutory agent listed in number 5.1 above has changed, but a new agent has not been appointed, check the box and give the new name of the existing statutory agent below:

5.4 CHANGE IN EXISTING STATUTORY AGENT ADDRESS – check all that apply and follow instructions:

- ☐ **STREET ADDRESS CHANGED** – complete number 5.5.
☐ **MAILING ADDRESS CHANGED** – complete number 5.6.

5.5 NEW STREET ADDRESS – give the NEW physical or street address (not a P.O. Box) in Arizona of the existing statutory agent:			5.6 NEW MAILING ADDRESS – give the NEW mailing address in Arizona of the existing statutory agent (can be a P.O. Box):		
Attention (optional)			Attention (optional)		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City	State	Zip	City	State	Zip

6. <input checked="" type="checkbox"/> NEW STATUTORY AGENT – if a new statutory agent is being appointed, check the box and complete the following for the NEW statutory agent :					
6.1 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 NEW statutory agent:			6.2 OPTIONAL – mailing address in Arizona of NEW Statutory Agent (can be a P.O. Box):		
Corporation Service Company					
Statutory Agent Name					
Attention (optional) 2338 W. Royal Palm Road, Suite J			Attention (optional)		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City Phoenix	State AZ	Zip 85021	City	State	Zip
6.3 REQUIRED – if you are appointing a new statutory agent, the <u>Statutory Agent Acceptance</u> form M002 must be submitted along with this Statement of Change form.					

SIGNATURE – see Instructions C016i for who is authorized to make changes:

If the person signing this form is the existing statutory agent changing its own address, then by the signature appearing below, the existing statutory agent certifies *under penalty of perjury* that he or she has given the corporation named in number 1 above written notice of the address change.

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



Dona Priebe, Attorney in Fact

01/02/2015

Signature

Printed Name

Date (mm/dd/yyyy)

REQUIRED – check only one:

<input type="checkbox"/> I am the Chairman of the Board of Directors of the corporation filing this document.	<input checked="" type="checkbox"/> I am a duly-authorized Officer of the corporation filing this document.	<input type="checkbox"/> I am a Statutory Agent changing only my own address and/or my own name.
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Filing Fee: None (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 M002i

1. **ENTITY NAME** – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Article of Incorporation):

DOLE FOOD COMPANY, INC.

2. **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). **NOTE** - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

Corporation Service Company

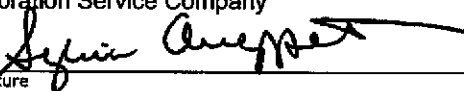
3. STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.

Corporation Service Company

By:



Sylvia Queppet, Asst. Vice President 01/02/2015

Signature

Printed Name

Date

REQUIRED – check only one:

<input type="checkbox"/> Individual as statutory agent: I am signing on behalf of myself as the individual (natural person) named as statutory agent.	<input checked="" type="checkbox"/> 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.
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Filing Fee: none (regular processing) Expedited processing – not applicable. All fees are nonrefundable – see Instructions.	Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
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STATE OF CALIFORNIA)

COUNTY OF LOS ANGELES)

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT GENEVIEVE KELLY, the ^{VICE PRES. GENERAL COUNSEL}~~MANAGING SECRETARY~~ of Dole Food Company, Inc. ("the Company"), a CORPORATION established under the laws of Delaware, and of the subsidiary entities shown on the list appended hereto, does hereby appoint Corporation Service Company employees Dona Priebe and Elizabeth A. Dawson attorneys-in-fact for the Company and for the subsidiary entities, to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

The Company and the subsidiary entities, having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

In the execution of any documents necessary for the purposes set forth herein, Dona Priebe shall exercise the power of Vice President and Elizabeth A. Dawson shall exercise the power of Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as Vice President or Secretary, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

This Power of Attorney expires upon the earlier to occur of (a) completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or (b) six (6) months after the Effective Date set forth below. The Company may revoke this Power of Attorney at any time by notice to Dona Priebe and Elizabeth A. Dawson.


IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 25th day of NOVEMBER, 20 14 (the "Effective Date").

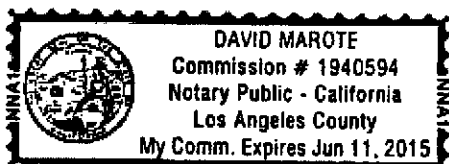
Dole Food Company, Inc.

BY:


GENEVIEVE KELLY
VICE PRES., GENERAL COUNSEL & CORP. SECRETARY

Subscribed and sworn to before me this 25th day of NOVEMBER, 20 14.


Notary Public



U.S. SUBSIDIARIES OF DOLE FOOD COMPANY, INC. (both directly and indirectly owned) Nov. 25, 2014			
Entity Name	Entity Type	Domestic Jurisdiction	Dole's Ownership %
Calazo Corporation	Corporation	Arizona	100.000000
AG 1972, Inc.	Corporation	California	100.000000
Alyssum Corporation	Corporation	California	100.000000
Barclay Hollander Corporation	Corporation	California	100.000000
Bud Antle, Inc.	Corporation	California	100.000000
Calcahones, Inc.	Corporation	California	100.000000
California Polaris, Inc.	Corporation	California	100.000000
County Line Mutual Water Company	Corporation	California	100.000000
DB North, LLC	Limited Liability Company	California	100.000000
DB South, LLC	Limited Liability Company	California	100.000000
Dole Arizona Dried Fruit and Nut Company	Corporation	California	100.000000
Dole Citrus	Corporation	California	100.000000
Dole Dried Fruit and Nut Company	General Partnership	California	100.000000
Dole Fresh Vegetables, Inc.	Corporation	California	100.000000
Dole Orland, Inc.	Corporation	California	100.000000
Earlbest Orange Association, Inc.	Corporation	California	100.000000
Lindero Headquarters Company, Inc.	Corporation	California	100.000000
Lindero Property, Inc.	Corporation	California	100.000000
Milagro Ranch, LLC	Limited Liability Company	California	100.000000
Oceanview Produce LLC	Limited Liability Company	California	100.000000
Rancho Manana, LLC	Limited Liability Company	California	100.000000
Royal Packing LLC	Limited Liability Company	California	100.000000
Bananera Antillana (Colombia), Inc.	Corporation	Delaware	100.000000
Glovis Citrus Association	Corporation	Delaware	100.000000
Delphinium Corporation	Corporation	Delaware	100.000000
Dole Europe Company	Corporation	Delaware	100.000000
Dole Foods Flight Operations, Inc.	Corporation	Delaware	100.000000
Dole Northwest, Inc.	Corporation	Delaware	100.000000
Dole Sunfresh Express, Inc.	Corporation	Delaware	100.000000
Standard Fruit and Steamship Company	Corporation	Delaware	100.000000
Standard Fruit Company	Corporation	Delaware	100.000000
Dole Berry Company	Corporation	Florida	100.000000
Blue Anthurium, Inc.	Corporation	Hawaii	100.000000
Cerulean, Inc.	Corporation	Hawaii	100.000000
Dole Diversified, Inc.	Corporation	Hawaii	100.000000

Dole Land Company, Inc.	Corporation	Hawaii	100,000,000
Dole Packaged Foods Corporation	Corporation	Hawaii	100,000,000
La Petite d'Agen, Inc.	Corporation	Hawaii	100,000,000
Lanal Institute for Business	Nonprofit Corporation	Hawaii	100,000,000
M K Development, Inc.	Corporation	Hawaii	100,000,000
Malaga Company, Inc.	Corporation	Hawaii	100,000,000
Muscat, Inc.	Corporation	Hawaii	100,000,000
Oahu Transport Company, Limited	Corporation	Hawaii	100,000,000
Wahiawa Water Company, Inc.	Corporation	Hawaii	100,000,000
Zante Currant, Inc.	Corporation	Hawaii	100,000,000
Apache Grove Land Program 1972 Limited Partnership	Limited Partnership	Minnesota	69,509,215
Dole Assets, Inc.	Corporation	Nevada	100,000,000
Dole Fresh Fruit Company	Corporation	Nevada	100,000,000
Dole Holdings, Inc.	Corporation	Nevada	100,000,000
Dole Logistics Services, Inc.	Corporation	Nevada	100,000,000
Dole Ocean Cargo Express, Inc.	Corporation	Nevada	100,000,000
Renaissance Capital Corporation	Corporation	Nevada	100,000,000
Pan-Alaska Fisheries, Inc.	Corporation	Washington	100,000,000