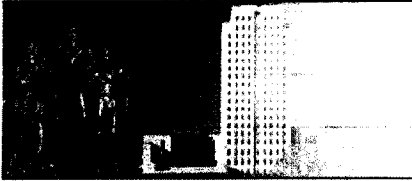


North Dakota

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North Dakota State Government

# SECRETARY OF STATE NORTH DAKOTA


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## GENERAL MILLS OPERATIONS, LLC

### Corporation Details

System ID: 13076100

Phone: (763) 293-3354

Type: FOREIGN LIMITED LIABILITY COMPANY

Status: Active &amp; Good Standing

Original File Date: 03/03/1999

Effective Date: 03/03/1999

State of Origin: Delaware

### Nature of Business

MANUFACTURING, RESEARCH &amp; DEVELOPMENT

### Principal Office

1 GENERAL MILLS BLVD MINNEAPOLIS, MN 55426-1347

### Registered Agent

NATIONAL REGISTERED AGENTS, INC.

220 N 4TH

PO BOX 1776

BISMARCK, ND 58502

Established Date: Aug 01, 2008

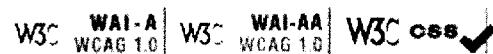
### Generate an Annual Report To File

To Generate a Annual Report form to be filed with the Secretary of State, select the appropriate year of the report you intend to file. This report does not contain details of a report previously filed with the Secretary of State. The annual report years reflected are an indication of the various report forms available in this site and is not an indication that an entity needs to file reports for all years. Missing years indicate that the forms for the missing year have not yet been deployed to the website, or have already been removed, and can be obtained by contacting the Secretary of State.

[2006](#) [2007](#) [2008](#) (generates a forms-fillable pdf in a new pop-up window)

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7 **GE-08-288** Filed: 5/28/2008 Pages: 5  
Conversion Documents to Reflect Change from Inc  
to LLC

Public Service Commission

3 **GE-08-734** Filed: 5/28/2008 Pages: 5  
Conversion Documents to Reflect Change from Inc  
to LLC

Public Service Commission

491827

13,076,100

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION "GENERAL MILLS OPERATIONS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY OF "GENERAL MILLS OPERATIONS, LLC", WAS FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF MAY, A.D. 2008, AT 12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE TWENTY-FIFTH DAY OF MAY, A.D. 2008, AT 12:01 O'CLOCK A.M.

NORTH DAKOTA  
Filed 5-28 20 08  
*[Signature]*  
SECRETARY OF STATE  
MDH



2619525 8317

080602536

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6615271

DATE: 05-27-08



**CERTIFICATE OF AUTHORITY  
FOREIGN LIMITED LIABILITY COMPANY  
APPLICATION**  
SECRETARY OF STATE  
SPN 19381W (18881 + 7974) (03-2007)

**RECEIVED**  
MAY 27 2008  
SEC. OF STATE

FOR OFFICE USE ONLY

ID Number:	13076100
WO Number:	491827
Filed:	5-28-08
By:	MDH

TYPE OR PRINT LEGIBLY SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

1. The application is accompanied by
- \*Certificate of authority fee of \$125
  - \*Signed consent of registered agent and fee of \$10
  - \*Current CERTIFICATE OF GOOD STANDING duly authenticated by the organizing officer of the state or country of organization.
  - Certification of professional license
  - Signed consent to use of name and fee of \$10
  - Trade name registration and fee of \$25

For reference, see North Dakota Century Code, Sections 10-31-01, 10-31-13.1, and 10-32-138

2. Identify type of limited liability company applying for certificate of authority:		3. Federal ID #:	
<input checked="" type="checkbox"/> Foreign Business <input type="checkbox"/> Foreign Professional		41-1838090	
4. Name of limited liability company exactly as it appears on Certificates of Good Standing from state or country of origin: General Mills Operations, LLC			
5. If applicable, provide the trade name and complete the Trade Name Registration form if the selected trade name is not already registered in North Dakota. Only provide the trade name in this line if: a) The limited liability company name is not in the form as required of limited liability companies in North Dakota. b) The Secretary of State has notified the limited liability company that its name is the same as or deceptively similar to a name already registered, and the limited liability company is unable to obtain consent to use of name from the previous filer or a certified copy of a final decree of a court of competent jurisdiction establishing prior right of the limited liability company to use of the name in North Dakota. c) The limited liability company does not wish to use or protect its name in North Dakota and chooses to use a name other than its limited liability company name.			
6. Complete address of executive office: (Street/RR, PO Box, City, State, Zip+4) which may not only be a post office box number: Number One General Mills Blvd., Minneapolis, MN 55428			
7. State or country where organized: Delaware	8. Date when limited liability company will expire in state or country of origin: (month, day, year) or indicate "perpetual". perpetual	9. Telephone #:	10. Toll-free telephone #:
11. Name of registered agent in North Dakota: National Registered Agents, Inc.		12. Federal ID/Social Security # of registered agent: 13-3897689	
13. Address of registered agent in North Dakota (Street/RR, PO Box, City, State, Zip+4) which may not only be a post office box number: 220 North Fourth Street, Bismarck, ND 58501			
14. Nature of business or activities the limited liability company intends to conduct in the State of North Dakota: Manufacturing and research and development.			
15. <b>MANAGERS AND GOVERNORS OF THE LIMITED LIABILITY COMPANY</b>			
MANAGERS	Check box if manager and governor	COMPLETE MAILING ADDRESS	
	<input type="checkbox"/>	Street/RR	PO Box    City    State    Zip+4
	<input type="checkbox"/>		
	<input type="checkbox"/>		
	<input type="checkbox"/>		
	<input type="checkbox"/>		
	<input type="checkbox"/>		
Managing Member:	<input type="checkbox"/>	The Pillsbury Company, LLC    Number One General Mills Blvd., Minneapolis, MN 55428	
Managing Member:	<input type="checkbox"/>		
If needed, attach sheet to add names of additional managers or governors.			
16. "The undersigned has read the foregoing application, knows the contents thereof, and believes the statements are true."			
Signature: <i>Chris Rasmussen</i>		Date: <i>May 25, 2008</i>	
17. Name of person to contact about this report: Jackie Bernu		E-Mail Address: jackieb@premiercorp.com	
		Daytime telephone # and extension, if any: 651-225-9500	



**REGISTERED AGENT  
CONSENT TO SERVE**  
SECRETARY OF STATE  
SFN 7974 (08-2008)

**RECEIVED**

MAY 27 2008

SEC. OF STATE

FOR OFFICE USE ONLY

ID#:	13076100
WOB#:	491827
Filed:	5-28-08
By:	MOH

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

**1. FILING FEE: \$10.00**

TYPE OR PRINT LEGIBLY

<p>2. Name of the organization for which the registered agent is to serve (corporation, limited liability company, limited liability partnership, limited partnership, limited liability limited partnership or real estate investment trust):</p> <p><b>General Mills Operations, LLC</b></p>	
<p>3. Name of the registered agent:</p> <p><b>National Registered Agents, Inc.</b></p>	
<p>4. Registered agent is (Check one)</p> <p><input type="checkbox"/> An individual North Dakota resident</p> <p><input checked="" type="checkbox"/> A corporation</p> <p><input type="checkbox"/> A limited liability company</p> <p><input type="checkbox"/> A limited liability partnership</p>	<p>5. Federal ID # or social security # of registered agent:</p> <p><b>13-3837683</b></p>
<p>6. According to state law, the newly appointed registered agent must sign a statement of consent to serve in that capacity (see instruction number 6 for authorized signers).</p> <p>"The undersigned, as the newly appointed registered agent for the organization named in number 2, consents to act as the registered agent for this organization until a change or resignation is submitted to the Secretary of State according to the provisions of North Dakota state law."</p> <p>Signature of Registered Agent: <i>[Signature]</i> Date: <i>5/16/2008</i></p> <p><i>Patrick Long ASst. Secretary</i></p>	

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GENERAL MILLS OPERATIONS, 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 TWENTY-SEVENTH DAY OF MAY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GENERAL MILLS OPERATIONS, LLC" WAS FORMED ON THE FIRST DAY OF MAY, A.D. 1996.

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



2619525 8300

080602536

You may verify this certificate online  
at [corp.delaware.gov/authvar.shtml](http://corp.delaware.gov/authvar.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6615269

DATE: 05-27-08