

**FILED EFFECTIVE**  
2013 JUN 11 PM 2:35  
SECRETARY OF STATE  
STATE OF IDAHO

**STATEMENT OF MERGER**

**MERGING**

**PEPSI BOTTLING VENTURES OF IDAHO, INC.,**

**an Idaho corporation,**

**WITH AND INTO**

**MIDLAND BOTTLING LLC**

**a Delaware limited liability company**

*Pursuant to Chapter 18, Part 2, Title 30 of the  
Idaho Entity Transactions Act and  
Section 18-209 of the Delaware Limited Liability Company Act*

Pepsi Bottling Ventures of Idaho, Inc., an Idaho corporation ("PBV") and Midland Bottling LLC, a Delaware limited liability company ("Midland Bottling"), DO HEREBY CERTIFY as follows:

1. The constituent entities in the merger (the "Merger") are PBV, with its principal place of business at 4141 ParkLake Ave. Suite 600, Raleigh, NC 27612 and Midland Bottling, with its principal place of business at 4141 ParkLake Ave. Suite 600, Raleigh, NC 27612.
2. A Plan of Merger (the "Merger Plan") has been duly authorized and approved by the sole Shareholder and the Directors of PBV in accordance with Chapter 18, Part 2, Title 30 of the Idaho Entity Transactions Act ("IETA"). The Merger Plan has been duly authorized and approved by the sole Member and Manager of Midland Bottling in accordance with Chapter 18, Part 2, Title 30 of the IETA and the Delaware Limited Liability Company Act ("DLLCA").
3. Pursuant to the Merger Plan and in accordance with IETA, PBV is being merged with and into Midland Bottling, with Midland Bottling being the surviving limited liability company in the Merger (the "Surviving Entity").
4. The address of the Surviving Entity where copies of process may be sent by the Idaho Secretary of State is 4141 ParkLake Ave. Suite 600, Raleigh, NC 27612.
5. The Merger Plan was submitted to and approved by the sole Member and Manager of Midland Bottling.

IDAHO SECRETARY OF STATE  
06/11/2013 05:00  
CK: 1435662 CT: 172099 DH: 1377672  
1 @ 30.00 = 30.00 STMT MERGE # 2  
1 @ 20.00 = 20.00 EXPEDITE C # 3

C41837

6. The Merger Plan was submitted to and approved by the sole shareholder and all of the directors of PBV.
7. The Merger is effective as of 11:59 p.m. on June 12, 2013 upon filing an executed version of this Statement of Merger with the Idaho Secretary of State pursuant to IETA (the "*Effective Time*").
8. At the Effective Time, the Certificate of Formation of Midland Bottling in effect immediately prior to the Effective Time, attached hereto as Exhibit A, shall be the Certificate of Formation of the Surviving Corporation.

*[The next page is the signature page]*

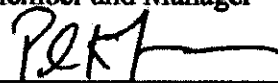
IN WITNESS WHEREOF, PBV and Midland Bottling have caused this Statement of Merger to be executed by their authorized officers this 11<sup>th</sup> day of June, 2013.

**PEPSI BOTTLING VENTURES OF IDAHO,  
INC.**

By:   
Paul Finney, Chief Executive Officer

**MIDLAND BOTTLING LLC**

By: Meadowbrook Distributing Corporation,  
its Sole Member and Manager

By:   
Name: Paul Finney  
Title: Chief Executive Officer

**EXHIBIT A**  
**CERTIFICATE OF FORMATION**

See attached.

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "MIDLAND BOTTLING LLC", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF APRIL, A.D. 2013, AT 12:52 O'CLOCK P.M.



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130454316

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

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0369126

DATE: 04-18-13

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:01 PM 04/18/2013  
FILED 12:52 PM 04/18/2013  
SRV 130454316 - 5321257 FILE

**MIDLAND BOTTLING LLC**

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**CERTIFICATE OF FORMATION**

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This Certificate of Formation of Midland Bottling LLC (the "Company") has been duly executed and is being duly filed by the undersigned, as an authorized person, to form a limited liability company in the State of Delaware under the Delaware Limited Liability Company Act.

FIRST: The name of the limited liability company is Midland Bottling LLC.

SECOND: The name and address of the registered agent for service of process on the Company in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation on 18th day of April, 2013.

  
\_\_\_\_\_  
Jeffrey J. Truitt  
Authorized Person