

# State of Idaho

Office of the Secretary of State

## CERTIFICATE OF AUTHORITY

OF

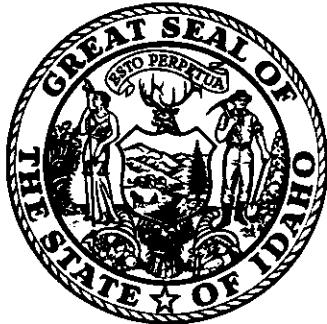
**GRAYHAWK LEASING, LLC**  
**dba MEM IDAHO LEASING LLC**

File Number W 124866

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Uniform Limited Liability Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: May 3, 2013



*Ben Ysursa*

SECRETARY OF STATE

By

*Jenda Corbus*



**APPLICATION FOR CERTIFICATE  
OF AUTHORITY FOR FOREIGN  
LIMITED LIABILITY COMPANY**

(Instructions on back of application)

2013 MAY -3 PM 1:55

SECRETARY OF STATE  
STATE OF IDAHO

1. The name of the limited liability company is:

Grayhawk Leasing, LLC

2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is:

MEM Idaho Leasing LLC

3. The jurisdiction under whose laws the limited liability company is formed is: DE

4. The name and complete street address of the registered agent in Idaho is:

C T Corporation System 921 S Orchard Street, Suite G, Boise, Idaho 83705

5. The street and mailing address of the limited liability company's principal office is:

1 Pepsi Way, Somers, NY 10589

Street Address

Same

Mailing Address, if different

6. The street and mailing address of the limited liability company's office in the jurisdiction under whose laws it is organized is:

209 Orange Street, Wilmington, DE 19801

Street Address

Mailing Address, if different

7. The name and mailing address of at least one member or manager:

Bottling Group, LLC 1 Pepsi Way, Somers, NY 10589

8. The mailing address for future correspondence:

1 Pepsi Way, Somers, NY 10589

9. Signature of a manager, member or authorized person.

Signature

Charles F. Mueller, Vice President

Typed Name

Secretary of State use only

IDAHO SECRETARY OF STATE  
05/03/2013 05:00  
CK: NONE CT: 270665 BH: 1372386  
1 @ 100.00 = 100.00 REGFORGLLC # 2  
1 @ 20.00 = 20.00 EXPEDITE C # 3

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GRAYHAWK LEASING, 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 SECOND DAY OF MAY, A.D. 2013.

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

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130518489

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: 0402917

DATE: 05-02-13