

State of Idaho

Office of the Secretary of State

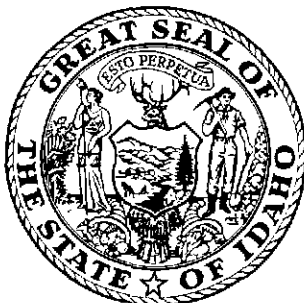
**CERTIFICATE OF REGISTRATION
OF
BOTTLING GROUP HOLDINGS, LLC**

File Number W 191721

I, LAWRENCE DENNEY, Secretary of State of the State of Idaho, hereby certify that an application for Foreign Registration Statement, duly executed pursuant to the provisions of the Idaho Uniform Business Organization Code, 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 Registration to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: November 7, 2017



Lawrence Denney
SECRETARY OF STATE

By *Sherry Perkins*



FOREIGN REGISTRATION STATEMENT

Title 30, Chapter 21, Idaho Code

Filing fee: \$100 typed, \$120 not typed

Complete and submit the form in duplicate.

2017 NOV -7 PM 2:25

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the entity is: Bottling Group Holdings, LLC
2. The name which it shall use in Idaho is: _____
(Enter a name here, only if you are required to adopt an alternate name)
3. Select the type of entity you wish to register:

<input type="checkbox"/> Business Corporation	<input type="checkbox"/> General Partnership
<input type="checkbox"/> Nonprofit Corporation	<input type="checkbox"/> General Cooperative Association
<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Limited Partnership (Including a limited liability limited partnership)
<input checked="" type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Statutory Trust, Business Trust, or Common-law Business Trust
- ☐ Other: _____
(Use "Other" only if your foreign entity type is not listed above, and enter the type here.)
4. Jurisdiction of formation: Delaware
(Provide the domestic jurisdiction where the entity was formed)
5. The address of its principal office is:
1111 Westchester Avenue, White Plains, NY 10604
(Street Address)

(Mailing Address, if different)
6. The address of its domestic principal office (if required by the laws of the jurisdiction of formation) is:

(Street Address)

(Mailing Address, if different)
7. The mailing address to which correspondence should be addressed, if different from item 5, is:

(Address)
8. The name of the registered agent and street address of registered agent in Idaho:
C T Corporation System 921 S Orchard Street, Suite G, Boise, Idaho 83705
(Name) (Address)
9. The name, capacity, and mailing address of at least one governor:
See attached list.
(Name) (Capacity) (Address)

(Name) (Capacity) (Address)

Signature: _____

Typed Name: Megan M. Hurley

Capacity: Manager

Secretary of State use only

IDAHO SECRETARY OF STATE

11/07/2017 05:00

CK:PREPAID CT:278665 BH:1611029
1@ 100.00 = 100.00 FOR REG ST #2

W191721

Managers/Members for Bottling Group Holdings, LLC

Christine Griff, Manager

Business Address

700 Anderson Hill Road

Purchase, NY 10577

Residence Address

700 Anderson Hill Road

Purchase, NY 10577

Nicholas D'Alessandro, Manager

Business Address

1111 Westchester Avenue

White Plains, NY 10604

Residence Address

1111 Westchester Avenue

White Plains, NY 10604

Megan M. Hurley, Manager

Business Address

1111 Westchester Avenue

White Plains, NY 10604

Residence Address

1111 Westchester Avenue

White Plains, NY 10604

Pepsi-Cola Metropolitan Bottling Company, Inc., Member

Business Address

700 Anderson Hill Road

Purchase, NY 10577

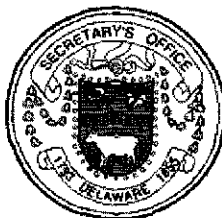
Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BOTTLING GROUP HOLDINGS, 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 SIXTH DAY OF NOVEMBER, A.D. 2017.

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



2976594 8300

SR# 20176949957

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

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 203521796

Date: 11-06-17