DOC ID ----> 202102801000

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
01/28/2021	202102801000	Conversion Within SOS Records (CVS)	99.00	300.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

THE KROGER CO.
1014 VINE STREET
CINCINNATI, OH 45202

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Frank LaRose

992246

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

KRGP LLC

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
Conversion Within SOS Records	**202102801000**

Effective Date: 01/30/2021

CHANGE BUSINESS TYPE DOM. PROFIT LIM. LIAB. CO.

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 28th day of January, A.D. 2021.

Ohio Secretary of State

DOC ID ----> 202102801000

Form 700 Prescribed by:

Frank LaRose
Ohio Secretary of State

Toll Free: 877.767.3453 | Central Ohio: 614.466.3910
OhioSoS.gov | business@OhioSoS.gov
File online or for more information: OhioBusinessCentral.gov

Certificate for Conversion for Entities Converting Within or Off the Records of the Ohio Secretary of State

Filing Fee: $99

Form Must Be Typed

(CHECK ONLY ONE (1) BOX)

(1) ☒ **Converting Within The Records of the Ohio Secretary of State**

(2) ☐ **Converting Off The Records of the Ohio Secretary of State** (187-VXX)

Name of the converting entity	KRGP INC.
Jurisdiction of Formation	OHIO
Charter/Registration Number	992246

The converting entity is a:
(Check Only (1) One Box)

- ☐ Domestic Nonprofit Corporation
- ☒ Domestic For-Profit Corporation
- ☐ Foreign Nonprofit Corporation
- ☐ Foreign For-Profit Corporation
- ☐ Domestic Nonprofit Limited Liability Company
- ☐ Foreign Nonprofit Limited Liability Company
- ☐ Domestic For-Profit Limited Liability Company
- ☐ Foreign For-Profit Limited Liability Company
- ☐ Partnership
- ☐ Domestic Limited Partnership
- ☐ Foreign Limited Partnership
- ☐ Domestic Limited Liability Partnership
- ☐ Foreign Limited Liability Partnership

The converting entity hereby states that it has complied with all laws in the jurisdiction under which it exists and that those laws permit the conversion.

Name of the converted entity: KRGP LLC

Jurisdiction of Formation: Ohio

The converted entity is a:
(Check Only (1) One Box)

- ☐ Domestic For-Profit Corporation
- ☐ Domestic Professional Association

If Domestic For-Profit Corporation **OR** Domestic Professional Association, please indicate total number of shares: ____

- ☐ Foreign Nonprofit Corporation
- ☐ Foreign For-Profit Corporation
- ☐ Domestic Nonprofit Limited Liability Company
- ☐ Foreign Nonprofit Limited Liability Company
- ☒ Domestic For-Profit Limited Liability Company
- ☐ Foreign For-Profit Limited Liability Company
- ☐ Partnership
- ☐ Domestic Limited Partnership
- ☐ Foreign Limited Partnership
- ☐ Domestic Limited Liability Partnership
- ☐ Foreign Limited Liability Partnership

Effective Date **(Optional)**: 01/30/2021 **(The conversion is effective upon the filing of this certificate or on a later date specified in the certificate)**

Name and address of the person or entity that will provide a copy of the declaration of conversion upon written request.

The Kroger Co. Attn: Law Department
Name

1014 Vine Street
Mailing Address

Cincinnati | Ohio | 45202
City | State | Zip Code

Required information that must accompany conversion certificate if box 2 is checked

If the converting entity is a domestic or foreign entity that will not be licensed in Ohio, provide the name and address of the statutory agent upon whom any process, notice or demand may be served.

Name of Statutory Agent

Mailing Address

City | OH | ZIP Code
State

See instructions for additional filing requirements if
(1) the conversion creates a new domestic entity,
(2) the converted entity is a foreign entity that desires to transact business in Ohio; or
(3) if a domestic corporation or foreign corporation licensed in Ohio is the converting entity.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required
Must be signed by an authorized representative.

Dorothy D. Roberts
Signature

By (if applicable)

Dorothy D. Roberts
Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

DOC ID ----> 202102801000

Ohio Department of Taxation

PO Box 182382
Columbus, OH 43218-2382
tax.ohio.gov

Date: January 28, 2021

Thomas M Zaino
C/O Zanio Hall & Farrin LLC
41 S High St. Ste 3600
Columbus, OH 43215
USA

Re: Certificate of Tax Clearance
Entity Name: KRGP INC
Charter# 992246
Certificate Issue Date: January 28, 2021

Dear Taxpayer:

This certificate, when timely presented to the Ohio Secretary of State, will provide the necessary guarantee that all taxes administered by the tax commissioner that are required to be filed and paid to the Ohio Department of Taxation (Department) have been satisfied or adequately guaranteed up to the issue date indicated on the certificate. This certificate does not preclude the Department from issuing a bill and/or assessment against the entity for any tax returns and tax liabilities that become due after the certificate issue date or as a result of an examination, audit, or appeal for any period ending prior to the date of dissolution with the Ohio Secretary of State.

Additionally, to the extent the entity listed is a member of a commercial activity tax combined or consolidated elected group for any portion of a tax period for which the CAT return and payment are not yet due, the entity remains responsible for supplying its taxable gross receipts to the primary filer prior to the due date of the CAT return and such taxable gross receipts must be included by the primary filer when filing their CAT return for this period. This certificate of tax clearance does not release any member or the primary filer of a combined or consolidated elected taxpayer group from joint and several liability or any surviving or converted entities from successor liability.

The Certificate of Tax Clearance is valid for 30 days from the date of issuance as indicated on the enclosed certificate and must be filed along with all forms prescribed by the Ohio Secretary of State.

Jeffrey A McClain
Tax Commissioner

If you have any questions, please contact us.

Tax Release Unit
P.O. Box 182382
Columbus, OH 43218-2382
Phone: 888-405-4039
Facsimile: 206-984-0378

DOC ID ----> 202102801000

Form 533A Prescribed by:

Frank LaRose
Ohio Secretary of State

Toll Free: 877.767.3453 | Central Ohio: 614.466.3910
OhioSoS.gov | business@OhioSoS.gov
File online or for more information: OhioBusinessCentral.gov

Articles of Organization for a Domestic Limited Liability Company

Filing Fee: $99

Form Must Be Typed

CHECK ONLY ONE (1) BOX

(1) ☒ Articles of Organization for Domestic For-Profit Limited Liability Company (115-LCA)

(2) ☐ Articles of Organization for Domestic Nonprofit Limited Liability Company (115-LCA)

Name of Limited Liability Company: KRGP LLC

(Name must include one of the following words or abbreviations: "limited liability company", "limited", "LLC", "L.L.C.", "ltd.", or "ltd".)

Optional: Effective Date (MM/DD/YYYY): 01/30/2021 (The legal existence of the corporation begins upon the filing of the articles or on a later date specified that is not more than ninety days after filing.)

Optional: This limited liability company shall exist for _____ Period of Existence

Optional: Purpose

**** Note for Nonprofit LLCs**
The Secretary of State does not grant tax exempt status. Filing with our office is not sufficient to obtain state or federal tax exemptions. Contact the Ohio Department of Taxation and the Internal Revenue Service to ensure that the nonprofit limited liability company secures the proper state and federal tax exemptions. These agencies may require that a purpose clause be provided. **

Original Appointment of Statutory Agent

The undersigned authorized member(s), manager(s) or representative(s) of

KRGP LLC

(Name of Limited Liability Company)

hereby appoint the following to be Statutory Agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is:

Corporation Service Company

(Name of Statutory Agent)

50 West Broad Street, Suite 1330

(Mailing Address)

Columbus	OH	43215
(Mailing City)	(Mailing State)	(Mailing ZIP Code)

Acceptance of Appointment

The Undersigned, Corporation Service Company, named herein as the

(Name of Statutory Agent)

Statutory agent for KRGP LLC

(Name of Limited Liability Company)

hereby acknowledges and accepts the appointment of statutory agent for said limited liability company.

Statutory Agent Signature Charlene Sati: Charlene Sati, Assistant Secretary

(Individual Agent's Signature / Signature on Behalf of Business Serving as Agent)

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Articles and original appointment of agent must be signed by a member, manager or other representative.

If the authorized representative is an individual, then they must sign in the "signature" box and print his/her name in the "Print Name" box.

If the authorized representative is a business entity, not an individual, then please print the entity name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print his/her name and title/authority in the "Print Name" box.

Dorothy D. Roberts

Signature

By (if applicable)

Dorothy D. Roberts

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

DOC ID ----> 202102801000

Complete the information in this section.

AFFIDAVIT

In lieu of dissolution releases from various governmental authorities.

KRGP Inc.

Name of Corporation

The undersigned, being first duly sworn, declares that on the dates indicated below, each of the named state governmental agencies was advised IN WRITING of the scheduled date of filing of the Certificate and was advised IN WRITING of the acknowledgement by the corporation of the applicability of the provisions of section 1701.95 of the ORC.

Agency

Ohio Bureau of Workers' Compensation
30 W. Spring Street
Columbus, Ohio 43215

Date Notified (MM/DD/YYYY): 01/21/2021

* Only required for domestic for-profit corporations

Agency

Ohio Job & Family Services
Status and Liability Section
Data Correspondence Control
Fax: 614-752-4811
Phone: 614-466-2319

Overnight Address:
P.O. Box 182413
Columbus, OH 43218-2413

Regular Address:
P.O. Box 182413
Columbus, OH 43218-2413

Date Notified (MM/DD/YYYY): 01/21/2021

Agency

Ohio Department of Taxation
Taxpayer Services/Tax Release Unit
P.O. Box 182382
Columbus, OH 43218-2382
Dissolution@tax.state.oh.us

Date Notified (MM/DD/YYYY):

* Complete this date notified field only if the corporation is a domestic non-profit corporation or foreign corporation.
* **Note:** Domestic for-profit corporations must submit with this filing a Certificate of Tax Clearance issued by the Ohio Department of Taxation.

☐ The corporation is not required to pay or the department of taxation has not assessed any personal property tax.

Note: This affidavit must be signed by one or more persons executing the certificate or by an officer of the corporation.

Signature: Dorothy D. Roberts Title: Assistant Secretary

Dorothy D. Roberts
Name

c/o The Kroger Co., 1014 Vine Street
Mailing Address

Cincinnati (City) | Ohio (State) | 45202 (ZIP Code)

Seal

Sworn to and subscribed in my presence on this date (MM/DD/YYYY): 01/28/2021



DEBORAH MOORE
Notary Public, State of Ohio
My Commission Expires
April 24, 2024

D. Deborah Moore
Notary Public

Date Commission Expires (MM/DD/YYYY): 4/24/2024

DOC ID ----> 202102801000

AFFIDAVIT OF PERSONAL PROPERTY

State of Ohio

County of Hamilton

Dorothy D. Roberts
Name of Officer

Assistant Secretary
Title of Officer

of KRGP Inc.
Name of Corporation

and that this affidavit is made in compliance with Ohio Revised Code Section 1701.86(H)

That above-named corporation: (Check one (1) of the following)

☐ Has no personal property in any county in Ohio

☐ Is the type required to pay personal property taxes to state authorities only

☒ Has personal property in the following county (ies)

Hamilton
County

County

County

Signature Dorothy D. Roberts Title Assistant Secretary

Sworn to and subscribed in my presence on this date (MM/DD/YYYY) 01/28/2021

Seal

NOTARY PUBLIC STATE OF OHIO

DEBORAH MOORE
Notary Public, State of Ohio
My Commission Expires
April 24, 2024

Deborah Moore
Notary Public

Date Commission Expires (MM/DD/YYYY) 4/24/2024