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Attorneys for Plaintiff
FEDERAL TRADE COMMISSION

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF ARIZONA**

Federal Trade Commission;

Plaintiff,

v.

Vemma Nutrition Company, et al

Defendants.

No. CV-15-01578-PHX-JJT

**PLAINTIFF FEDERAL
TRADE COMMISSION'S
RESPONSE TO MOTION BY
BENSON K. BOREYKO TO
APPROVE SALE OF 25%
INTEREST IN LIMITED
LIABILITY COMPANY**

[redacted]

The Federal Trade Commission ("Plaintiff" or "FTC") objects to Defendant Benson K. Boreyko's request to liquidate his interest in AZPACK Properties, LLC ("AZPACK Properties"). The Court should hold that the proposed transaction is

prohibited by the Court's preliminary injunction (Doc. 118) ("Order").¹

I. FACTUAL BACKGROUND

The FTC brought this action to enjoin Defendants from operating an illegal pyramid scheme and engaging in other deceptive acts in violation of the FTC Act and to obtain equitable monetary relief. The Court, in its Temporary Restraining Order (Doc. 25), initially granted the FTC's request for an asset freeze as to all Defendants. Subsequently, after a contested preliminary injunction hearing, the Court entered a much more limited asset freeze as to Defendant Benson K. Boreyko, prohibiting only transfers of "any real estate asset that is owned or controlled by, or held for the benefit of, Defendant Boreyko, directly or indirectly."² Defendant Boreyko now seeks approval from the Court to liquidate one of his most valuable assets.

AZPACK Properties appears to be the real estate holding affiliate of Arizona Packaging and Production ("AP&P"), the bottling company that receives, packs, and ships Vemma's products.³ According to the sales agreement Defendant Boreyko submitted in connection with his motion, AZPACK Properties owns two pieces of commercial property in Tempe, located at 7303 and 7255 S. Kyrene Road. 7303 S.

¹ Alternatively, should the Court determine that the transaction is not prohibited by the Order, the FTC requests that the Court modify the Order to prohibit the transaction.

² Order (Doc. 118), at Section IV.B.

³ Receiver's Report (Doc. 50-1), at 14.

Kyrene Road is the business address for AP&P.⁴ Maricopa County tax authorities describe it as a 65,682 square foot “Storage Warehouse” and appraise it at \$4,740,800 full cash value or \$4,351,269 limited property value for the 2016 tax year.⁵ The tax authorities describe 7255 S. Kyrene Road property as a 126,000 square foot warehouse, and appraised it at \$7,794,500 full cash value and \$5,176,017 limited property value for the 2016 tax year.⁶

AZPACK properties and AP&P have common ownership. AZPACK Properties is owned by Defendant Boreyko, Vemma’s in-house counsel Peter Reilly, Vemma’s Chief Science Officer Yibing Wang, and a fourth individual, Charles Zhang.⁷ AP&P is owned by Mr. Reilly, Mr. Wang, Defendant Boreyko’s sisters Lauren and Karen, other Vemma executives, and Canning Solutions USA, LP; Defendant Boreyko formerly held an interest, but his membership in the LLC was withdrawn on November 12, 2015, after the FTC’s Complaint and subsequent proceedings.⁸

⁴ Fourth Declaration of Investigator Matthew J. Thacker (attached as Exhibit A), at ¶ 3 and App. 1883.

⁵ Exhibit A, at ¶ 4 and App. 1886.

⁶ Exhibit A, at ¶ 4 and App. 1884. On its website, azpack.com, AP&P characterizes its packaging plant as a “state-of-the-art, 240,000 square foot facility” that is “fully automated.” Exhibit A, at ¶ 3 and App. 1881. Plaintiff does not know whether the plant is located at either or both South Kyrene Road addresses.

⁷ Exhibit A, at ¶ 5 and App. 1888-1889. The corporate formation documents use the title “AZPack Property, LLC,” but it appears to be the same company as the “AZPack Properties, LLC” referenced in Defendant Boreyko’s Motion.

⁸ Receiver’s Report (Doc. 50-1), at 14 and Exhibit 11; Exhibit A, at ¶ 5 and App. 1882. See discussion on page 5, *infra*.

II. GROUNDS FOR OPPOSITION

A. The proposed transaction is prohibited by the Order

The Order enjoins Mr. Boreyko from selling “any real estate asset that is owned or controlled by, or held for the benefit of, Defendant Boreyko, directly or indirectly.”⁹

Although Mr. Boreyko is proposing to transfer his interest in a company rather than actual title to real estate, the Order covers real estate assets that are owned or controlled *indirectly* by Mr. Boreyko. Given the use of “properties” in its name, it appears that the primary purpose of AZPACK Properties is to hold real estate.

Even though Defendant Boreyko holds only a 25% interest in AZPACK Properties, it is likely that he exerts significant economic power and control over the company and its real estate assets.¹⁰ Vemma Nutrition Company, which Defendant Boreyko owns with his sisters Lauren and Karen Boreyko, has been AP&P’s largest customer. The Receiver was able to obtain AP&P’s annual revenue and Vemma’s payments to AP&P between 2011 and 2013. From those figures, it can be determined that payments from Vemma constituted 65.8% of AZPACK’s revenue in 2011, 59.9% in 2012, and 73.5% in 2013.¹¹ Vemma Nutrition Company also employs two of AZPACK

⁹ Order (Doc. 118), at Section IV.B.

¹⁰ Mr. Boreyko has even claimed that he spent tens of millions of dollars building his own manufacturing plant. *See* BK: Our Plan to Exceed Your Expectations (Video Transcript), App. 1112:4-13 (Preliminary Injunction Hearing Exhibit 30) (“[i]f I was a scam, I wouldn’t take a million bucks and spend it on clinical science. I wouldn’t take tens of millions of dollars and create my own manufacturing plant.”).

¹¹ Receiver’s Report (Doc. 50-1), at 15.

Properties' owners (Mr. Wang and Mr. Reilly) and three of AP&P's owners (Mr. Wang, Mr. Reilly, and Brad Wayment). Defendant Boreyko's sisters, Lauren and Karen Boreyko, also hold ownership interests in AP&P. Considering that: 1) AZPACK Properties' primary function is most likely to own real estate; and 2) Mr. Boreyko likely exerts significant control over AZPACK Properties and AP&P through his status as employer, family member, and primary customer, the Court should hold that this transaction is prohibited because it concerns transfer of a real estate asset that is indirectly owned and controlled by Mr. Boreyko. Alternatively, the Court should modify the Order to prohibit the transaction.

B. The proposed transaction will jeopardize equitable monetary relief in this case

The FTC is seeking equitable monetary relief equal to the losses sustained by all Vemma Affiliates since 2012. According to the Receiver's calculations, Vemma generated \$ 618 million dollars in revenue between 2012 and 2015.¹² Approximately 86% of sales in 2013 and 71% of sales in 2014 are estimated to have come from consumers who expressed an interest in Vemma's money-making opportunity ("Affiliates").¹³ The vast majority of U.S. affiliates did not earn sufficient commissions

¹² Receiver Report (Doc. 50-1), at 10.

¹³ Order (Doc. 118), at 4. The figures cited by the Court are for U.S. sales only, but it is reasonable to assume that worldwide figures are similar.

to offset their purchases.¹⁴ Accordingly, equitable monetary relief is likely to reach into the tens of millions or even hundreds of millions of dollars.

1. Defendant Boreyko's financial condition

Defendants are unlikely to have the resources to pay a monetary judgment of this magnitude.¹⁵ For example, despite obtaining more than \$19 million in income from Vemma's operations since 2010,¹⁶ Defendant Boreyko has disclosed net assets of [REDACTED], not including the interests in AZPACK Properties and Vemma.¹⁷

It also appears that Mr. Boreyko may have already liquidated one of his most valuable assets: his interest in AP&P. As noted above, his membership in AP&P was withdrawn on November 12, 2015. The reasons or terms for his withdrawal are unknown, but it is likely that he sold or transferred his interest. AP&P's website, azpack.com, claims that the company is "one of the fastest-growing beverage manufacturing companies in the United States."¹⁸ It also claims that the company is

¹⁴ *Id.*

¹⁵ Plaintiff currently has no information about Defendant Tom Alkazin's or Relief Defendant Bethany Alkazin's financial condition. However, in light of the potential size of the judgment, Plaintiff believes the Alkazins' assets are unlikely to be sufficient to satisfy it even if combined with the other Defendants' assets.

¹⁶ Receiver's Report (Doc. 50-1), at 14.

¹⁷ A copy of Mr. Boreyko's financial disclosure statement to the FTC is attached as Exhibit B (App. 1896 to 1933) to the sealed version of this Response. It will not be attached to the redacted, public version of the Response.

¹⁸ Exhibit A, at ¶ 3 and App. 1880.

about to increase its capacity by adding a second canning line.¹⁹ The Receiver determined that AP&P had total assets of \$22,611,939 and net equity of \$14,673,653 in 2013.²⁰ If AP&P is truly the highly successful, rapidly expanding business it claims to be, Mr. Boreyko's interest had significant value. Unless Mr. Boreyko obtained fair market compensation for his shares and is preserving those funds, his ability to satisfy a judgment may already be greatly diminished.

2. Vemma's financial condition

Defendant Vemma International Holdings, Inc. disclosed approximately [REDACTED]

[REDACTED] in its July 2015 financial disclosure to the FTC.²¹ The company's current financial condition is unknown, given the effects of the TRO and PI on its operations. The Court noted in its Order that Vemma was experiencing serious operating losses prior to entry of the TRO (*see* Order, at footnote 4). Vemma even requested permission to file bankruptcy as part of its objections to the TRO. *See* Response and Objection to Memorandum of Points and Authorities in Support of Plaintiff's *Ex Parte* Application for a Temporary Restraining order, an Asset Freeze, Appointment of a Receiver, and Other Equitable Relief, and an Order to Show Cause Why a Preliminary Injunction Should Not Issue (Doc. 74), at 44-46. However, even if

¹⁹ *Id.*, at App. 1882.

²⁰ Receiver Report (Doc. 50-1), at 15.

²¹ Vemma International Holdings, Inc.'s Consolidating Balance Sheet from July 31, 2015, which was attached to the financial disclosure statement, is attached to the sealed version of this Response as Exhibit C (App. 1934-1935).

Vemma were able to maintain or improve its financial condition, its ability to satisfy a monetary judgment of the magnitude the FTC will likely seek is in serious doubt. If the Court permits the proposed sale of Defendant Boreyko's AZPACK Properties interest and Defendant Boreyko actually transfers the \$500,000 to Vemma, the money will likely be used for Vemma's operational expenses, legal expenses, or other liabilities and will be depleted if and when the Court enters a judgment granting equitable monetary relief.

3. The terms of the proposed transaction

The terms of the transaction are also troubling. Defendant Boreyko proposes to sell his 25% interest in AZPACK Properties to two of his employees and a third person. The tax appraisals for the two properties total \$12,535,300. Mr. Boreyko has not provided the Court with any information about the value of AZPACK Properties or its real estate holdings (such as information about liens or other liabilities), so it is difficult to determine whether the sales price represents fair market value. If Mr. Boreyko is being paid substantially less than his interest is worth, it raises a concern that he is intentionally transferring value to his employees in lieu of preserving it for consumers or is receiving some kind of consideration or benefit now or in the future that is not being disclosed. In either case, the transfer of a major asset for significantly less than market value would greatly impede the Court's ability to grant effective monetary relief.

III. CONCLUSION

For the reasons described above, Plaintiff requests that the Court deny approval of the proposed transaction on the grounds that it is prohibited by the Court's Order.

Alternatively, Plaintiff requests that the Court modify the Order to prohibit the proposed transaction.

Dated: December 11, 2015.

Respectfully submitted,

JONATHAN E. NUECHTERLEIN
General Counsel

/s/ Jason C. Moon

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(214) 953-3079 (Fax)

Attorneys for Plaintiff
FEDERAL TRADE COMMISSION

CERTIFICATE OF SERVICE

I certify that on December 11, 2015, Plaintiff Federal Trade Commission electronically transmitted the attached Document to the Clerk's Office using the CM/ECF System for filing and transmittal of a Notice of Filing to all CM/ECF registrants including:

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/s/ Jason C. Moon

Jason C. Moon

EXHIBIT A

**FOURTH DECLARATION OF FTC INVESTIGATOR MATTHEW J. THACKER
PURSUANT TO 28 U.S.C. § 1746**

I, Matthew J. Thacker, declare that I have personal knowledge of the facts set forth below. If called as a witness before any court, I could and would testify as follows:

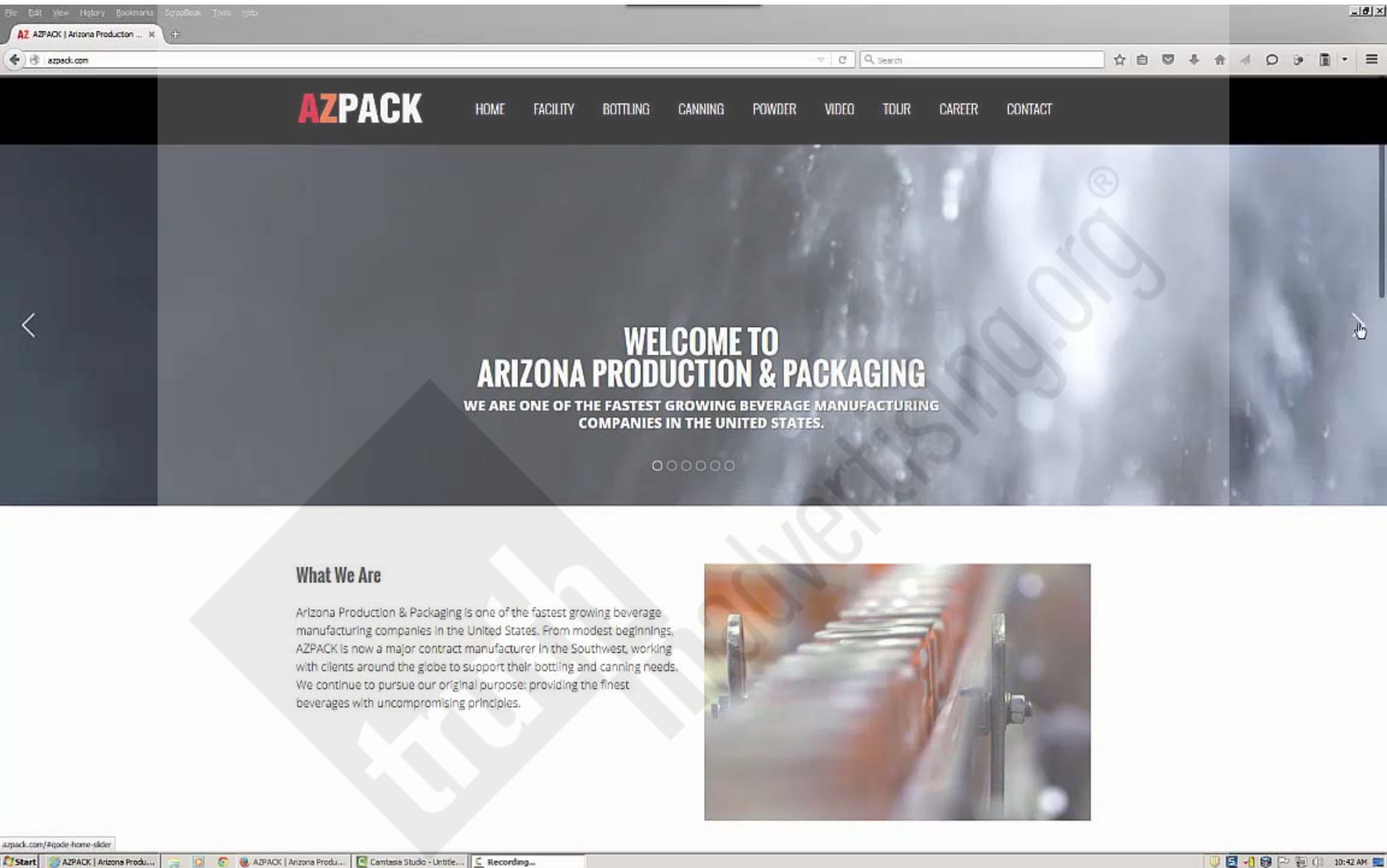
1. I am over the age of 21 and competent to give this declaration. I am a Federal Trade Investigator with the Federal Trade Commission (FTC). My business address is 1999 Bryan Street, Suite 2150, Dallas, Texas 75201.
2. As part of my duties, I have been assigned to work on the investigation of Vemma Nutrition Company and Vemma International Holdings, Inc., and related individuals, Benson K. Boreyko and Tom Alkazin.
3. On December 2 and 11, 2015, I viewed the website www.azpack.com and saved portions of the website as a PDF using Adobe Acrobat X Pro. The website was too large to capture in its entirety using Adobe Acrobat X Pro software. A true and correct copy of the PDF is attached at App. 1880-1883.
4. On December 4, 2015, I searched the Maricopa County Assessor's Office website for records related to 7255 and 7303 S Kyrene Road, Tempe, AZ 85283. On December 11, 2015, I downloaded and saved copies of the property records for each address. True and correct copies of these records are attached at App. 1884-1887.
5. On December 10, 2015, I searched the Arizona Corporation Commission (ACC) website for records related to Arizona Production and Packaging, LLC and AZPack Property, LLC. I downloaded and saved copies of the entity details for each company. On December 11, 2015, I requested and received from the Arizona's Office of the Attorney General a copy of the Articles of Amendment for Arizona Production and Packaging, LLC that was filed with the ACC

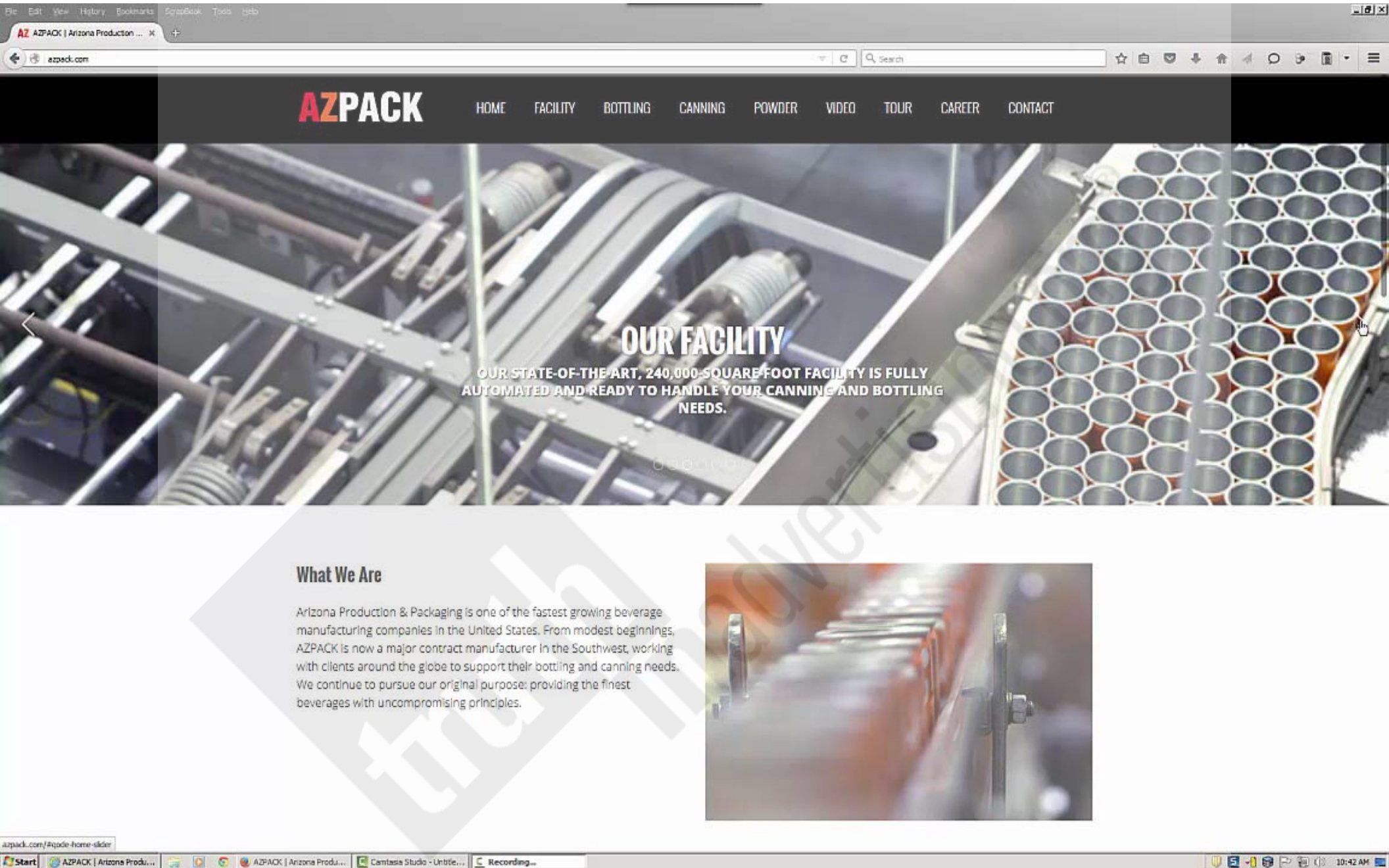
on November 12, 2015. True and correct copies of these records are attached at App. 1888-1895.

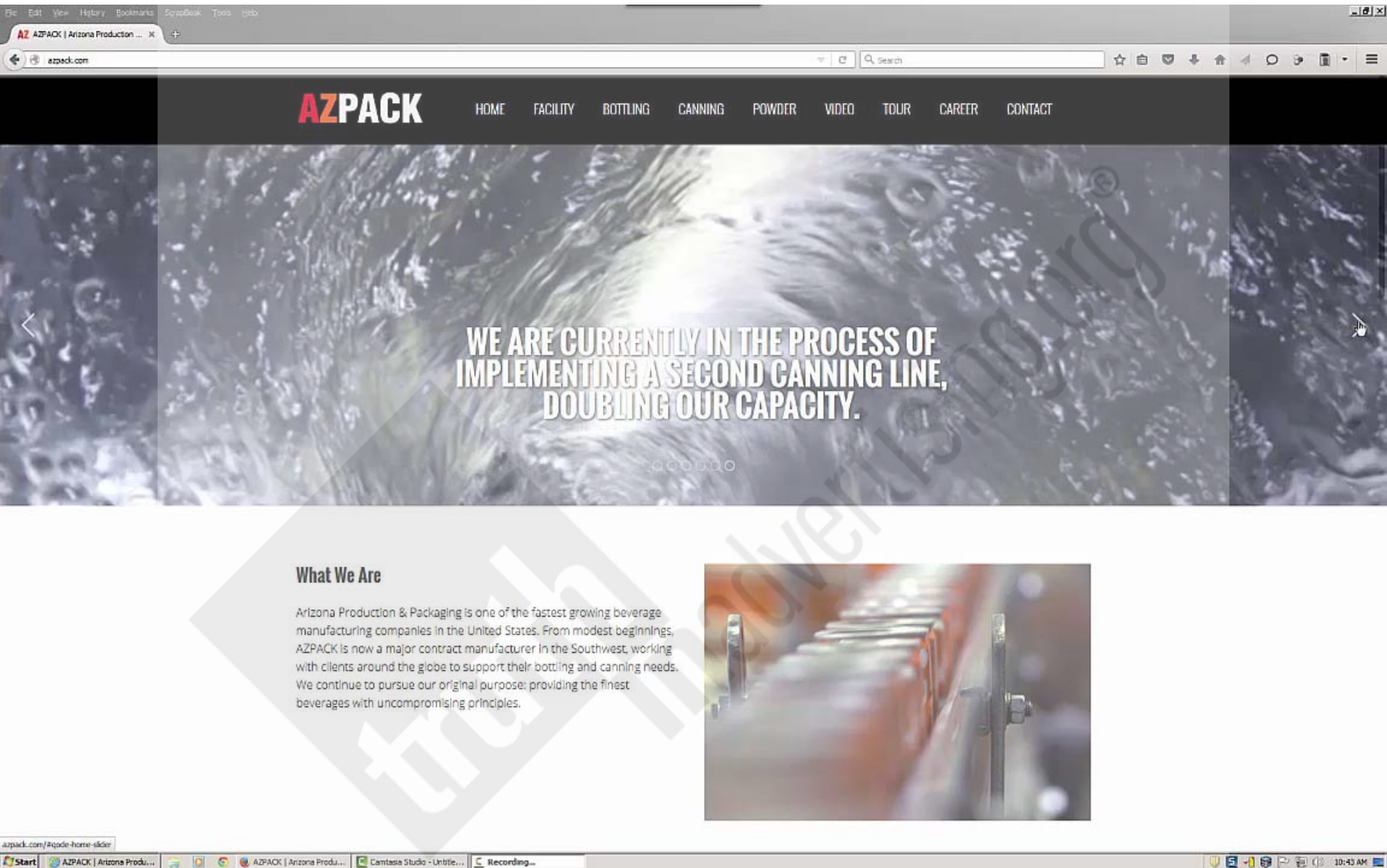
I declare, under penalty of perjury, that the foregoing statement is true and correct.

Executed on December 11, 2015, at Dallas, Texas.


MATTHEW J THACKER







Internet Explorer - AZPACK | Contact - Internet Explorer

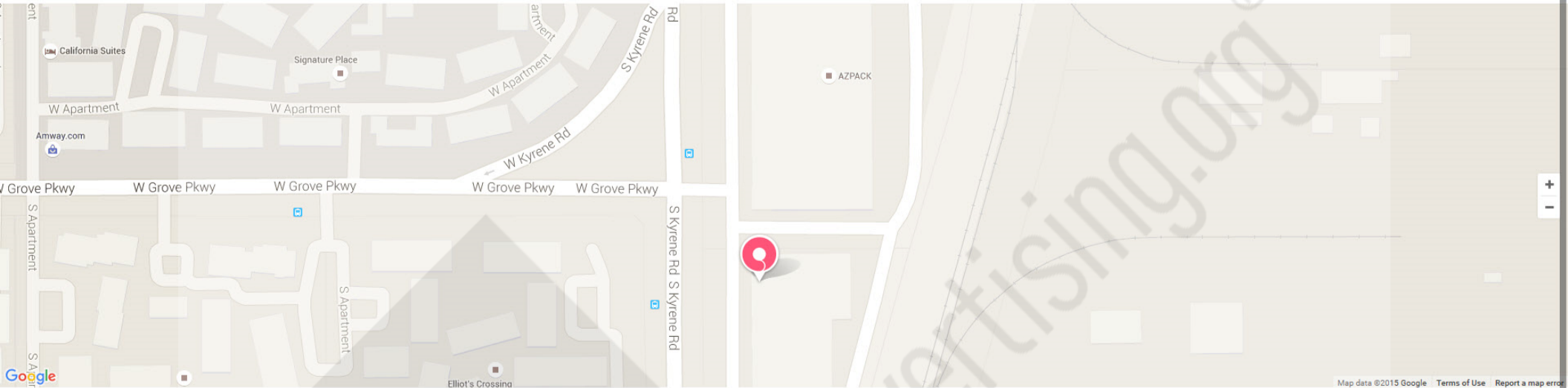
http://azpack.com/contact/

AZPACK | Contact

File Edit View Favorites Tools Help

Media Video cache AutoSave: Images (0) Flash (0) Video (0)

AZPACK HOME FACILITY BOTTLING CANNING POWDER VIDEO TOUR CAREER CONTACT



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Our Offices

7303 S. Kyrene Rd, Tempe, AZ 85283
Phone: 480-449-7770

Contact Us

First Name * Last Name *

Email * Website

Message

301-47-015-E

Parcel Type: Commercial

[AZPACK PROPERTY LLC](#)[7255 S KYRENE RD TEMPE 85283](#)**Property Information**

MCR #: N/A
Address: [7255 S KYRENE RD TEMPE 85283](#)
Latitude/Longitude: [33.35482059 | -111.94579728](#)
Description: PT W2 SW4 SEC 10 DAF COM SW COR SD SEC 10 TH N 1929.93F TH E 55F TPOB TH N 656.55F TH E 568.25F TO PT W R/W LN R/R TH SWLY ALG CUR RAD 2936.27F ARC 456.04F TH S 15D 38M W 217.99F TH W 416.43F TO TPOB
Lot Size (Sq Ft): 329,401
Zoning: GID
Section, Township, Range: 10 1S 4E
Market Area/Neighborhood: 02/007
Subdivision: Not Available
Lot #: Not Available
High School District: TEMPE UNION #213
Elementary School District: KYRENE ELEMENTARY SCHOOL DISTRICT
Local Jurisdiction: TEMPE
Owner: [AZPACK PROPERTY LLC](#)
Mailing Address: 1044 CALLE RECODE NO A , SAN CLEMENTE, CA 92673
Deed #: [130768603](#)
Deed Date: August 23, 2013
Sale Date: None
Sale Price: \$0

Valuation Data

Tax Year:	2016	2015	2014	2013	2012
Full Cash Value:	\$7,794,500	\$6,467,900	\$5,051,800	\$4,268,000	\$4,842,600
Limited Property Value:	\$5,176,017	\$4,929,540	\$4,694,800	\$4,268,000	\$4,842,600
Legal Class:	1	1	1	1	1
Description:	COMMERCIAL / OTHER R/P	COMMERCIAL / OTHER R/P	COMMERCIAL / OTHER R/P	COMMERCIAL / OTHER R/P	COMMERCIAL / OTHER R/P
Assessment Ratio:	18%	18.5%	19%	19.5%	20%
Assessed FCV:	\$0	\$0	\$959,842	\$832,261	\$968,520
Assessed LPV:	\$931,683	\$911,965	\$892,012	\$832,260	\$968,520
Property Use Code:	3740	3740	3740	3740	3740
PU Description:	Warehouse	Warehouse	Warehouse	Warehouse	Warehouse
Tax Area Code:	281600	281600	281600	281600	281600

Commercial Characteristics/Improvements

Description	Number	Model	Quality Rank	Age	Sq Footage
Distribution Warehouse		407	2	23	126,284
Commercial Yard Improvements		353	2	23	1

[Notice: The values displayed on this page may not reflect constitutional or statutory adjustments.](#)

The Assessor does not guarantee that any information provided on this website is accurate, complete, or current. In many instances, the Assessor has gathered information from independent sources and made it available on this site, and the original information may have contained errors and omissions. Errors and omissions may also have occurred in the process of gathering, interpreting, and reporting the information. Information on the website is not updated in "real time". In addition, users are cautioned that the process used on this site to illustrate the boundaries of the adjacent parcels is not always consistent with the recorded documents for such parcels. The parcel boundaries depicted on this site are for illustrative purposes only, and the exact relationship of adjacent parcels should be independently researched and verified. The information provided on this site is not the equivalent of a title report or a real estate survey. Users should independently research, investigate and verify all information before relying on it or in the preparation of legal documents.

12/11/2015 8:08 AM
App. 1885

301-47-015-J

Parcel Type: Commercial

[AZPACK PROPERTY LLC](#)[7303 S KYRENE RD TEMPE 85283](#)**Property Information**

MCR #: N/A
 Address: [7303 S KYRENE RD TEMPE 85283](#)
 Latitude/Longitude: [33.35285037 | -111.94578279](#)
 Description: PT W2 SW4 SEC 10 DAF COM SW COR SEC TH N 1929.63F TH E 55F TO E R/W LN KYRENE RD & TPOB TH E 416.43F S 15D 38M W 563.27F TH W 262.50F TH N 541.82F TO TPOB
 Lot Size (Sq Ft): 183,910
 Zoning: GID
 Section, Township, Range: 10 1S 4E
 Market Area/Neighborhood: 02/007
 Subdivision: Not Available
 Lot #: Not Available
 High School District: TEMPE UNION #213
 Elementary School District: KYRENE ELEMENTARY SCHOOL DISTRICT
 Local Jurisdiction: TEMPE
 Owner: [AZPACK PROPERTY LLC](#)
 Mailing Address: 1044 CALLE RECODE NO A , SAN CLEMENTE, CA 92673
 Deed #: [130768603](#)
 Deed Date: August 23, 2013
 Sale Date: None
 Sale Price: \$0

Valuation Data

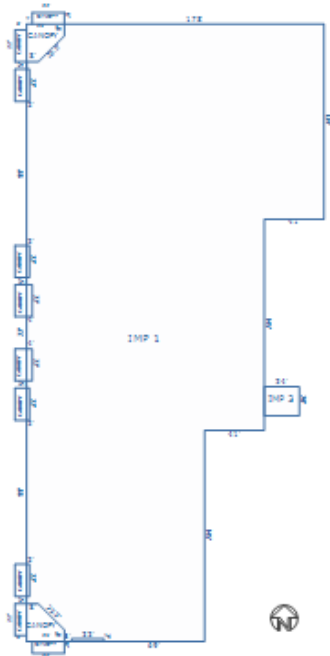
Tax Year:	2016	2015	2014	2013	2012
Full Cash Value:	\$4,740,800	\$3,998,500	\$3,039,700	\$2,804,800	\$3,295,200
Limited Property Value:	\$3,351,269	\$3,191,685	\$3,039,700	\$2,804,800	\$3,295,200
Legal Class:	1	1	1	1	1
Description:	COMMERCIAL / OTHER R/P	COMMERCIAL / OTHER R/P	COMMERCIAL / OTHER R/P	COMMERCIAL / OTHER R/P	COMMERCIAL / OTHER R/P
Assessment Ratio:	18%	18.5%	19%	19.5%	20%
Assessed FCV:	\$0	\$0	\$577,543	\$546,936	\$659,040
Assessed LPV:	\$603,228	\$590,462	\$577,543	\$546,936	\$659,040
Property Use Code:	3740	3740	3740	3740	3740
PU Description:	Warehouse	Warehouse	Warehouse	Warehouse	Warehouse
Tax Area Code:	281600	281600	281600	281600	281600

Commercial Characteristics/Improvements

Description	Number	Model	Quality Rank	Age	Sq Footage
Storage Warehouse		406	2	9	65,682
Commercial Yard Improvements		353	2	9	1

[Notice: The values displayed on this page may not reflect constitutional or statutory adjustments.](#)

Property Sketches



CAUTION! USERS SHOULD INDEPENDENTLY RESEARCH AND VERIFY INFORMATION ON THIS WEBSITE BEFORE RELYING ON IT.

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The Assessor does not guarantee that any information provided on this website is accurate, complete, or current. In many instances, the Assessor has gathered information from independent sources and made it available on this site, and the original information may have contained errors and omissions. Errors and omissions may also have occurred in the process of gathering, interpreting, and reporting the information. Information on the website is not updated in "real time". In addition, users are cautioned that the process used on this site to illustrate the boundaries of the adjacent parcels is not always consistent with the recorded documents for such parcels. The parcel boundaries depicted on this site are for illustrative purposes only, and the exact relationship of adjacent parcels should be independently researched and verified. The information provided on this site is not the equivalent of a title report or a real estate survey. Users should independently research, investigate and verify all information before relying on it or in the preparation of legal documents.

By using this website, you acknowledge having read the above and waive any right you may have to claim against Maricopa County, its officers, employees, and contractors arising out of my reliance on or the use of the information provided on this website.

ARIZONA CORPORATION COMMISSION CORPORATIONS DIVISION

WEBSITE ENTITY DETAIL • <http://ecorp.azcc.gov/>

Corporate Inquiry	
File Number L18430735	Corporation Name AZPACK PROPERTY, LLC
Domestic Address	
7255 S KYRENE RD SUITE 104 TEMPE, AZ 85283	
Statutory Agent Information	
Agent Name: YIBING WANG Agent Mailing/Physical Address: 7255 S KYRENE RD SUITE 104 TEMPE, AZ 85283 Agent Status: APPOINTED 04/29/2013 Agent Last Updated: 07/15/2013	
Additional Entity Information	
Entity Type: DOMESTIC L.L.C. Incorporation Date: 4/29/2013 Domicile: ARIZONA Approval Date: 5/1/2013	Buiness Type: Corporation Life Period: PERPETUAL County: MARICOPA Original Publish Date: 5/20/2013

ARIZONA CORPORATION COMMISSION CORPORATIONS DIVISION

WEBSITE ENTITY DETAIL • <http://ecorp.azcc.gov/>

Manager/Member Information				
Name	Title	Address	Date Taking Office	Last Updated
YIBING WANG	MEMBER	7255 S KYRENE RD SUITE 104 TEMPE, AZ 85283	04/29/2013	05/01/2013
BENSON K BOREYKO	MEMBER	7255 S KYRENE RD SUITE 104 TEMPE, AZ 85283	04/29/2013	05/01/2013
PETER REILLY	MEMBER	7255 S KYRENE RD SUITE 104 TEMPE, AZ 85283	04/29/2013	05/01/2013
CHARLES ZHANG	MEMBER	7255 S KYRENE RD SUITE 104 TEMPE, AZ 85283	04/29/2013	05/01/2013

Scanned Documents		
Document Number	Description	Date Received
04334324	PUB OF ARTICLES OF ORGANIZATION	05/20/2013
04237503	ARTICLES OF ORGANIZATION	04/29/2013

Microfilm		
Location	Entered	Description
32361061050	04/29/2013	ARTICLES OF ORGANIZATION
32412003040	05/20/2013	PUB OF ARTICLES OF ORGANIZATION

ARIZONA CORPORATION COMMISSION CORPORATIONS DIVISION

WEBSITE ENTITY DETAIL • <http://ecorp.azcc.gov/>

LATEST DATE TO DISSOLVE 12/31/2050

Corporate Inquiry	
File Number L10085010	Corporation Name ARIZONA PRODUCTION & PACKAGING, L.L.C.
Domestic Address	
7303 S KYRENE TEMPE, AZ 85203	
Statutory Agent Information	
Agent Name: YIBING WANG Agent Mailing/Physical Address: 7303 S KYRENE TEMPE, AZ 85283 Agent Status: APPOINTED 05/12/2010 Agent Last Updated: 06/10/2010	
Additional Entity Information	
Entity Type: DOMESTIC L.L.C. Incorporation Date: 11/13/2001 Domicile: ARIZONA Approval Date: 11/13/2001 Status: LATEST DATE TO DISSOLVE	Buiness Type: Corporation Life Period: County: MARICOPA Original Publish Date: 1/14/2002 Dissolution/Withdrawal Date: 12/31/2050

ARIZONA CORPORATION COMMISSION CORPORATIONS DIVISION WEBSITE ENTITY DETAIL • <http://ecorp.azcc.gov/>

Manager/Member Information				
Name	Title	Address	Date Taking Office	Last Updated
BRAD WAYMENT	MEMBER	7303 S KYRENE TEMPE, AZ 85283	06/30/2014	07/07/2014
CANNING SOLUTIONS USA LP	MEMBER	7303 S KYRENE TEMPE, AZ 85283	06/30/2014	07/07/2014
PETER J REILLY	MEMBER	7303 S KYRENE TEMPE, AZ 85283	06/30/2014	07/07/2014
LAUREN BOREYKO	MEMBER	7303 S KYRENE TEMPE, AZ 85283	06/06/2014	06/10/2014
YIBING WANG	MEMBER	7303 S KYRENE TEMPE, AZ 85283	04/11/2005	06/10/2010
KAREN BOREYKO	MEMBER	7303 S KYRENE TEMPE, AZ 85283	11/13/2001	06/10/2010

Scanned Documents		
Document Number	Description	Date Received
05285937	AMENDMENT	11/12/2015
04771634	PUB OF MERGER	07/21/2014
04738981	MERGER	06/30/2014
04673974	AMENDMENT	06/06/2014
03148342	CHANGE(S)	05/12/2010
02390639	AMENDMENT	04/21/2008
01583455	CHANGE(S)	05/17/2006

ARIZONA CORPORATION COMMISSION CORPORATIONS DIVISION WEBSITE ENTITY DETAIL • <http://ecorp.azcc.gov/>

Microfilm		
Location	Entered	Description
11490027022	11/13/2001	ARTICLES OF ORGANIZATION
20297009011	01/14/2002	PUBLICATION OF ARTICLES OF ORGANIZATION
11714012001	04/11/2005	AMENDMENT
31973002731	05/17/2006	CHANGE(S)
32123004497	04/21/2008	AMENDMENT
11864001007	03/26/2010	LEGAL DOCUMENT
32222095038	05/12/2010	CHANGE(S)
32376079027	06/30/2014	MERGER
32377082007	07/21/2014	PUB OF MERGER

Amendments			
Amendment Date	Amendment Type	Publish Date	Publish Exception
11/12/2015	AMENDMENT		WAIVE
06/30/2014	AMENDMENT		
06/06/2014	AMENDMENT		WAIVE
04/21/2008	AMENDMENT		WAIVE
04/11/2005	AMENDMENT		WAIVE

Name Changes/Restructuring		
Description	Corporation Name	Date
MERGED FROM	AZPACK CANNING COMPANY, L.L.C.	06/30/2014

AZ Corp. Commission



05285937

AZ CORPORATION COMMISSION
FILED

NOV 12 2015

FILE NO. L-10085010

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

ARTICLES OF AMENDMENTRead the Instructions L015I

- 1.
- ENTITY NAME**
- give the exact name of the LLC as currently shown in A.C.C. records:

ARIZONA PRODUCTION & PACKAGING, L.L.C.

- 2.
- A.C.C. FILE NUMBER:**

L10085010

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>**CHECK THE BOX NEXT TO EACH CHANGE BEING MADE AND COMPLETE THE REQUESTED INFORMATION FOR THAT CHANGE.**

- 3.
- ☐
- ENTITY NAME CHANGE**
- type or print the exact NEW name of the LLC in the space below:

- 4.
- ☒
- MEMBERS CHANGE (CHANGE IN MEMBERS)**
-
- see Instructions L015I
- Use one block per person - FOR MEMBERS CURRENTLY SHOWN IN A.C.C. RECORDS - list the name of each member being changed, and below that provide any new information for that member (new name and/or address), then check all boxes that apply to indicate the change being made for that member. FOR NEW MEMBERS – in a separate block, list the name in the NEW Name blank and give the address, and check the appropriate box. If more space is needed, complete and attach the
- Amendment Attachment for Members
- form L044.

BENSON K. BOREYKO			Name currently shown in ACC records		
NEW Name			NEW Name		
7303 S. KYRENE			Address 1		
Address 2 (optional)		AZ	85283		Address 2 (optional)
City	UNITED STATES	State or Province	Zip	City	State or Province
Country		Country			
<input type="checkbox"/> Address change	<input type="checkbox"/> Add as 20% or more member	<input type="checkbox"/> Address change			
<input type="checkbox"/> Name change	<input type="checkbox"/> Add as less than 20% member	<input type="checkbox"/> Name change			
<input checked="" type="checkbox"/> Remove member		<input type="checkbox"/> Remove member			
Name currently shown in ACC records			Name currently shown in ACC records		
NEW Name			NEW Name		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City		State or Province	Zip	City	State or Province
Country		Country			
<input type="checkbox"/> Address change	<input type="checkbox"/> Add as 20% or more member	<input type="checkbox"/> Address change			
<input type="checkbox"/> Name change	<input type="checkbox"/> Add as less than 20% member	<input type="checkbox"/> Name change			
<input type="checkbox"/> Remove member		<input type="checkbox"/> Remove member			

5. ☐ **MANAGERS CHANGE (CHANGE IN MANAGERS)** – Use one block per person - FOR MANAGERS CURRENTLY SHOWN IN A.C.C. RECORDS - list the name of each manager being changed, and below that provide any new information for that manager (new name and/or address), then check all boxes that apply to indicate the change being made for that manager. FOR NEW MANAGERS – in a separate block, list the name in the NEW Name blank and give the address, and check the appropriate box. If more space is needed, complete and attach the Amendment Attachment for Managers form L043.

Name currently shown in ACC records			Name currently shown in ACC records		
NEW Name			NEW Name		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City	State or Province	Zip	City	State or Province	Zip
Country			Country		
<input type="checkbox"/> Address change		<input type="checkbox"/> Add as manager	<input type="checkbox"/> Address change		<input type="checkbox"/> Add as manager
<input type="checkbox"/> Name change		<input type="checkbox"/> Remove manager	<input type="checkbox"/> Name change		<input type="checkbox"/> Remove manager

6. ☐ **MANAGEMENT STRUCTURE CHANGE** – see Instructions L0151 – check only one box below and follow instructions:
- ☐ CHANGING TO MANAGER-MANAGED LLC – complete and attach the Manager Structure Attachment form L040. The filing will be rejected if it is submitted without the attachment.
 - ☐ CHANGING TO MEMBER-MANAGED LLC – complete and attach the Member Structure Attachment form L041. The filing will be rejected if it is submitted without the attachment.

7. ☐ **STATUTORY AGENT CHANGE – NEW AGENT APPOINTED** – see Instructions L0151:

7.1 REQUIRED – give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the NEW statutory agent:			7.2 OPTIONAL – mailing address in Arizona of NEW Statutory Agent (can be a P.O. Box):		
Statutory Agent Name (required)			Attention (optional)		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City	State	Zip	City	State	Zip
7.3 REQUIRED – the <u>Statutory Agent Acceptance</u> form M002 must be submitted along with these Articles of Amendment.					

8. ☐ **STATUTORY AGENT ADDRESS CHANGE – ADDRESS OF CURRENT STATUTORY AGENT** – complete 8.1 and/or 8.2:

8.1 NEW physical or street address (not a P. O. Box) in Arizona of the existing statutory agent:			8.2 NEW mailing address in Arizona of the existing statutory agent (can be a P.O. Box):		
Attention (optional)			Attention (optional)		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City	State	Zip	City	State	Zip

9. ☐ **ARIZONA KNOWN PLACE OF BUSINESS ADDRESS CHANGE:**

9.1 Is the NEW Arizona known place of business address the same as the street address of the statutory agent?

- ☐ Yes - go to number 10 and continue
☐ No - go to number 9.2 and continue

9.2 If you answered "No" to number 9.1, give the **NEW physical or street address** (not a P.O. Box) of the known place of business of the LLC in Arizona:

Attention (optional)		
Address 1		
Address 2 (optional)		
City	State or Province	Zip
Country		

10. ☐ **DURATION CHANGE** - check one to indicate the **NEW** duration or life period of the LLC:

- ☐ Perpetual
☐ The LLC's life period will end on this **date**: _____ (enter a date - mm/dd/yy)
☐ The LLC's life period will end upon the occurrence of this **event**: _____ (describe an event)

11. ☐ **ENTITY TYPE CHANGE** - If changing entity type, check one and follow instructions:

- ☐ Changing to a PROFESSIONAL LLC - number 12 must also be completed.
☐ Changing to a NON-PROFESSIONAL LLC (professional LLC becoming a regular LLC).

12. ☐ **PROFESSIONAL SERVICES CHANGE** - describe the **NEW** type of professional services the professional LLC will render:13. ☐ **OTHER AMENDMENT** - If an amendment was made that was not addressed by the check boxes on this form, then you must attach to these Articles of Amendment a complete copy of the LLC's written amendment.**SIGNATURE:** By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.☒ I ACCEPT

Signature

YIBING WANG, a Member

Printed Name

11/12/2015

Date (mm/dd/yy)

REQUIRED - check only one and fill in the corresponding blank if signing for an entity:

<input type="checkbox"/> This is a manager-managed LLC and I am signing individually as a manager or I am signing for an entity manager named: _____	<input checked="" type="checkbox"/> This is a member-managed LLC and I am signing individually as a member or I am signing for an entity member named: _____
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Filing Fee: \$25.00 (regular processing) Expedited processing - add \$35.00 to filing fee. All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
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Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
 All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.
 If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.