

L160000093448

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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MAIL

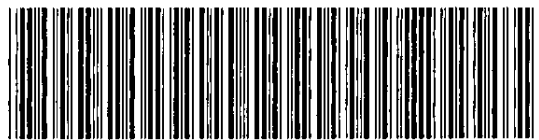
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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05/16/16--01003--011 **25.00

05/16/16--01003--012 **125.00

FILED
16 MAY 18 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
RECEIVED
16 MAY 13 PM 5:22
DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA

MAY 18 2016

T SCHROEDER

CT

May 13, 2016

Secretary of State, Florida
2661 Executive Circle Center
Tallahassee FL 32301

Re: Order #: 9997492 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Secretary of State, Florida :

Please obtain the following:

Southern Wine & Spirits Mid Atlantic, Inc. (FL)
Conversion
Florida

Southern Wine & Spirits Mid Atlantic, LLC (FL)
Formation
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092 .

Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Southern Wine & Spirits Mid Atlantic, LLC
(Name of Resulting Florida Limited Company)

The enclosed Articles of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 605.1045, F.S.

Please return all correspondence concerning this matter to:

Daniel Connelly

(Contact Person)

Hogan Lovells US LLP

(Firm/Company)

100 International Drive Suite 2000

(Address)

Baltimore, MD 21202

(City, State and Zip Code)

daniel.connelly@hoganlovells.com

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Daniel Connelly

(Name of Contact Person)

at (410) 659-2762

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☐ \$180.00 Filing Fees
and Certified Copy

☒ \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

INHS11 (02/14)

Articles of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

The Articles of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is:
Southern Wine & Spirits Mid Atlantic, Inc. 905-67575
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation
(Enter entity type. Example: corporation, limited partnership,
general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of Florida
on May 6, 2005 (Enter state, or if a non-U.S. entity, the name of the country)
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:
Southern Wine & Spirits Mid Atlantic, LLC
(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: June 20, 2016
(The effective date: 1) cannot be prior to date of receipt or filed date nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

5. The plan of conversion has been approved in accordance with all applicable statutes.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

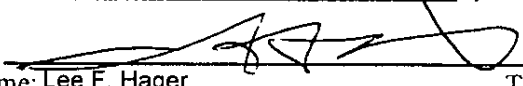
Signed this 10 day of May 2016.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: 

Printed Name: Lee F. Hager Title: Executive Vice President

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: 

Printed Name: Lee F. Hager Title: Executive Vice President

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Articles of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Southern Wine & Spirits of Mid Atlantic, LLC

(Must end with the words "Limited Liability Company," "L.L.C.," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

1600 NW 163rd Street

Miami, Florida 33159

Mailing Address:

1600 NW 163rd Street

Miami, Florida 33159

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Breier, Seif, Silverman & Schermer, P.A.

Name

2800 Ponce De Leon Blvd., Suite 1125

Florida street address (P.O. Box **NOT** acceptable)

Coral Gables

FL

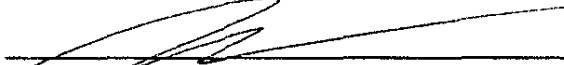
33134

City

Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S.

Breier, Seif, Silverman & Schermer, P.A.

By: 

Registered Agent's Signature (REQUIRED)

(CONTINUED)

Page 1 of 2

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ALLAHASSEE, FLORIDA

ARTICLE IV-

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

"AMBR" = Authorized Member

"MGR" = Manager

AMBR

Name and Address:

Southern Wine & Spirits of America, Inc.

1600 NW 163rd Street

Miami, Florida 33169

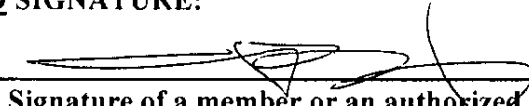
(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: June 20, 2016. (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

ARTICLE VI: Other provisions, if any.

REQUIRED SIGNATURE:


Signature of a member or an authorized representative of a member.

(In accordance with section 605.0203 (1) (b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Southern Wine & Spirits of America, Inc., member, by Lee F. Hager, its
Executive Vice President

Typed or printed name of signee

Filing Fees:

**\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent**

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)