

Division of Corporations

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**L05000061445**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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((H16000160007 3)))



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To: Division of Corporations  
Fax Number : (850) 617-6380

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 205-8842  
Fax Number : (850) 878-5368

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**MERGER OR SHARE EXCHANGE**  
**Southern Wine & Spirits Gulf Coast, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	17 8
Estimated Charge	\$108.75

\$105.00

\*DEL. SUBMIT\*

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Corporate Filing Menu

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date of submission 7/1

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DIVISION OF CORPORATIONS  
2016 JUL -1 AM 10:34  
H16000160014  
Amendment  
2nd  
File  
16 JUL Merge

JUL 7 2016

C LEWIS

7/6/2016 10:51:02 AM From: To: 8506176380( 2/8 )  
850-817-8381 7/5/2016 10:06:56 AM PAGE 1/001 Fax Server



July 5, 2016

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

SOUTHERN WINE & SPIRITS GULF COAST, LLC  
1600 N.W. 163 STREET  
MIAMI, FL 33169US

SUBJECT: SOUTHERN WINE & SPIRITS GULF COAST, LLC  
REF: L05000061445

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The survivor does not exist on our records.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis  
Regulatory Specialist II

FAX Aud. #: H16000160007  
Letter Number: 616A00013979

**\*RE-SUBMIT\***

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date of submission \_\_\_\_\_

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Southern Wine & Spirits Gulf Coast, LLC

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

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 notification)

For further information concerning this matter, please call:

Daniel Connelly

Name of Contact Person

at (410) 658-2700

Area Code

Daytime Telephone Number

☒ Certified copy (optional) \$30.00

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2561 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

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



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DIVISION OF CORPORATION

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**FOURTH:** Please check one of the boxes that apply to surviving entity: (if applicable)



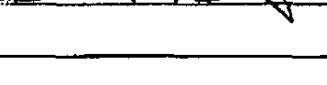
- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**SIXTH:** If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**SEVENTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Southern Wine & Spirits Gulf Coast, LLC		Lee F. Hager, Executive Vice President
Alliance Beverage of Alabama, LLC		Lee F. Hager, Executive Vice President
Alliance Beverage of Mississippi, LLC		Lee F. Hager, Executive Vice President

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

<b>Fees:</b>	For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
	For each Limited Partnership:	\$25.00	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00	<u>Certified Copy (optional):</u>	\$30.00

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### PLAN OF MERGER

This Plan of Merger is entered into on July 1, 2016 (this "Plan of Merger"), by and among Southern Wine & Spirits Gulf Coast, LLC, a Florida limited liability company ("Gulf Coast"), Alliance Beverage of Mississippi, LLC, a Delaware limited liability company ("Alliance Mississippi"), Alliance Beverage of Alabama, LLC, a Delaware limited liability company ("Alliance Alabama"), and Southern Glazer's Wine and Spirits, LLC, a Delaware limited liability company and the sole member of each of Gulf Coast, Alliance Mississippi and Alliance Alabama ("SGWS").

**WHEREAS**, SGWS desires for Gulf Coast to acquire the property and other assets, and to assume the liabilities and obligations, of Alliance Mississippi and Alliance Alabama pursuant to a merger (the "Merger") of Alliance Mississippi and Alliance Alabama with and into Gulf Coast in accordance with this Plan of Merger, the Florida Revised Limited Liability Company Act (the "Florida Act"), and the Delaware Limited Liability Company Act (the "Delaware Act"); and

**WHEREAS**, SGWS desires for the name of Gulf Coast to be changed to Southern Glazer's Wine and Spirits Gulf Coast, LLC from and after the Effective Time (as defined below);

**NOW, THEREFORE**, in consideration of the premises and of the mutual covenants and agreements herein contained, and in order to prescribe the terms and conditions of the Merger and such other details and provisions as are deemed necessary or proper, the parties hereby agree as follows:

1. Merger. Subject to the terms and conditions of this Plan of Merger and in accordance with the provisions of the Florida Act and the Delaware Act, at the Effective Time (as defined below), each of Alliance Mississippi and Alliance Alabama shall merge with and into Gulf Coast, at which time the separate existences of Alliance Mississippi and Alliance Alabama shall cease and Gulf Coast shall continue as the surviving limited liability company and as a wholly-owned subsidiary of SGWS.

2. Effective Time. Subject to the terms and conditions of this Plan of Merger and in accordance with the provisions of the Florida Act and the Delaware Act, the Merger shall become effective on July 1, 2016 (the "Effective Time").

3. Effects of the Merger. From and after the Effective Time, the Merger shall have the effects set forth under the applicable provisions of the Florida Act and the Delaware Act. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all assets, properties, rights, privileges, powers and franchises of Alliance Mississippi and Alliance Alabama shall vest in Gulf Coast, and all debts, obligations, and other liabilities of Alliance Mississippi and Alliance Alabama shall become the debts, obligations, and liabilities of Gulf Coast.

4. Organizational Documents. Pursuant to articles of amendment to the articles of organization, the articles of organization of Gulf Coast in effect immediately prior to the

Effective Time shall be amended to reflect that, from and after the Effective Time, the name of Gulf Coast shall be Southern Glazer's Wine and Spirits Gulf Coast, LLC.

5. Cancellation of Limited Liability Company Interests. As of the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, each limited liability company interest of Alliance Mississippi and Alliance Alabama shall be cancelled and extinguished and no consideration will be paid with respect thereto in connection with the Merger.

6. Continuation of Limited Liability Company Interests. As of the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, each limited liability company interest in Gulf Coast shall continue as a limited liability company interest of the Gulf Coast.

7. Principal Place of Business. The address of Gulf Coast's principal place of business is 1600 N.W. 163<sup>rd</sup> Street, Miami, Florida 33169.

8. Authorization. The Merger has been authorized in the manner prescribed by the Florida Act and the Delaware Act and the governing documents of Gulf Coast, Alliance Mississippi and Alliance Alabama.

9. Entire Agreement. This Plan of Merger contains all of the agreements between the parties hereto with respect to the transactions contemplated hereby and supersedes all prior agreements or understandings among the parties with respect to the subject matter hereof.

10. Governing Law. This Plan of Merger shall be governed by and construed in accordance with the domestic laws of the State of Florida without giving effect to any choice or conflict of law provision or rule (whether of the State of Florida or any other jurisdiction) that would cause the application of the laws of any jurisdiction other than the State of Florida.

11. Counterparts. This Plan of Merger may be executed in two or more counterparts, all of which shall be considered one and the same agreement and shall become effective when such counterparts have been signed by each of the parties and delivered to the other parties hereto.


*[Signature page follows]*

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IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be duly executed as of the date first written above.

SOUTHERN GLAZER'S WINE AND  
SPIRITS, LLC, as sole member of Southern  
Wine & Spirits Gulf Coast, LLC

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

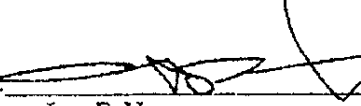
SOUTHERN WINE & SPIRITS GULF  
COAST, LLC

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

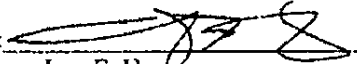
SOUTHERN GLAZER'S WINE AND  
SPIRITS, LLC, as sole member of Alliance  
Beverage of Alabama, LLC

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

ALLIANCE BEVERAGE OF  
ALABAMA, LLC

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

SOUTHERN GLAZER'S WINE AND  
SPIRITS, LLC, as sole member of Alliance  
Beverage of MISSISSIPPI, LLC

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

ALLIANCE BEVERAGE OF  
MISSISSIPPI, LLC

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