

L11000033814

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

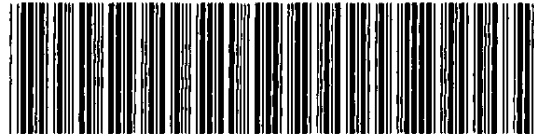
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer.

Office Use Only

B. KOHR
MAR 21 2011
EXAMINER



800197641198

03/18/11--01004--023 **125.00

03/18/11--01004--024 **35.00

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2011 MAR 17 AM 11:15
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TO ACKNOWLEDGE
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B. KOHR
MAR 21 2011
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAR 17 PM 1:55



1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 878 5368 fax
www.ctlegalsolutions.com

March 17, 2011

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAR 17 PM 1:55

Re: Order #: 8076148 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

Pepsi-Cola Bottling Company of Ft. Lauderdale-Palm Beach, Inc. (FL)
Conversion
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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 18, 2011

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: PEPSI-COLA BOTTLING COMPANY OF FT. LAUDERDALE-PALM
BEACH, LLC

Ref. Number: W11000015776

We have received your document for PEPSI-COLA BOTTLING COMPANY OF FT. LAUDERDALE-PALM BEACH, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Certificate of Conversion form that you submitted can only be used to convert a Florida corporation to a foreign business entity.

To convert your Florida corporation into a Florida LLC, you must use the CERTIFICATE OF CONVERSION OF OTHER BUSINESS ENTITY INTO A FLORIDA LLC.

Please note that this form requires TWO SIGNATURES. Both the converting entity and the resulting entity must sign.

ALSO, please note that only a FUTURE effective date can be specified on this form. No date prior to the date of filing can be specified, since this conversion will have the converting entity's date of incorporation as its organizational effective date.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Regulatory Specialist II

Letter Number: 211A00006706

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAR 17 PM 1:55

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PEPSI-COLA BOTTLING COMPANY OF FT. LAUDERDALE-PALM BEACH, LLC
(Name of Resulting Florida Limited Company)

The enclosed Certificate 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. 608.439, F.S.

Please return all correspondence concerning this matter to:

(Contact Person)

(Firm/Company)

(Address)

(City, State and Zip Code)

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

For further information concerning this matter, please call:

_____ at (_____) _____
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|---|---|--|
| <input type="checkbox"/> \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization) | <input type="checkbox"/> \$155.00 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$180.00 Filing Fees
and Certified Copy | <input type="checkbox"/> \$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

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DIVISION OF CORPORATIONS
11 MAR 17 PM 1:55

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

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DIVISION OF CORPORATIONS
11 MAR 17 PM 1:55

This Certificate 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.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

PEPSI-COLA BOTTLING COMPANY OF FT. LAUDERDALE-PALM BEACH, INC.
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Corporation 105 432
(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
(Enter state, or if a non-U.S. entity, the name of the country)

on 10/26/1925
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

PEPSI-COLA BOTTLING COMPANY OF FT. LAUDERDALE-PALM BEACH, LLC.
(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: 03/17/2011
(The effective date: 1) cannot be prior to 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.**)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed this 16th day of March 2011.

Signature of Member or Authorized Representative of Limited Liability Company:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Member or Authorized Representative: /s/ Christine Griff
Printed Name: Christine Griff Title: MGR

Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: /s/ David Yawman
Printed Name: David Yawman Title: 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:

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

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Pepsi-Cola Bottling Company of Ft. Lauderdale-Palm Beach, 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:

1 Pepsi Way

Somers, NY 10589

Mailing Address:

1 Pepsi Way

Somers, NY 10589

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:

C T Corporation System

Name

1200 South Pine Island Road

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

Plantation FL 33324

City, State, and 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 608, F.S.

By: C T Corporation System Assistant Secretary
Rebecca Barth Rebecca Barth
Registered Agent's Signature (REQUIRED)

(CONTINUED)

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ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR

David Yawman

1 Pepsi Way

Somers, NY 10589

MGR

Cynthia Swanson

1 Pepsi Way

Somers, NY 10589

MGR

Christine Griff

700 Anderson Hill Road

Purchase, NY 10577

MGRM

Pepsi-Cola General Bottlers of Mansfield, Inc.

1 Pepsi Way

Somers, NY 10589

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: March 17, 2011. (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.)

REQUIRED SIGNATURE:



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

(In accordance with section 608.408(3), 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.)

Christine Griff

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)