

L14000010150

(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



100325926841

FILED
19 MAR -7 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03/07/19--01008--005 **55.00

K. SALY
MAR 11 2019

RECEIVED
19 MAR -7 AM 11:36
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



Filing Cover Sheet

To: Florida Division of Corporations

From: TAYLOR SEAY C/O Capitol Services, Inc.

Date: 3/7/2019

Trans#: 1035739

Entity Name: CRISTIE KERR WINES LLC (FL) CONVERTING INTO CRISTIE KERR WINES LLC (DE)

Articles Incorporation ()

Articles of Dissolution ()

☒ Conversion (XX)

Foreign Qualification ()

Limited Partnership ()

Reinstatement ()

Other ()

Articles of Amendment ()

Annual Report ()

Fictitious Name ()

Limited Liability ()

Merger ()

Withdrawal / Cancellation ()

STATE FEES PREPAID WITH CHECK #1453 FOR \$55.00

PLEASE RETURN:

☒ Certified Copy (XX)

Plain Photocopy ()

Good Standing ()

Certificate of Fact ()



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 8, 2019

CAPITOL SERVICES

SUBJECT: CRISTIE KERR WINES LLC
Ref. Number: L14000010150

We have received your document for CRISTIE KERR WINES LLC and your check(s) totaling \$55.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date must be specific and cannot be prior to the date of filing.

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) 245-6051.

Karen A Saly
Regulatory Specialist II

Letter Number: 519A00004735

* please provide original submission
date of 3/7/19. Thank you!

STATE OF FLORIDA
ARTICLES OF CONVERSION
FOR
FLORIDA LIMITED LIABILITY COMPANY
INTO
"CONVERTED OR OTHER BUSINESS ENTITY"

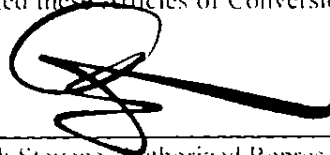
FILED
19 MAR -7 4M 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES OF CONVERSION are submitted to convert the following Florida limited liability company into an "other business entity" in accordance with Florida Statute Section 605.1045.

1. Name of Converting Company. The name of the Florida limited liability company converting into the "other business entity" is CRISTIE KERR WINES LLC.
2. Name of "Converted or Other Business Entity". The name of the "converted or other business entity" is CRISTIE KERR WINES LLC.
3. Type of Legal Entity and Jurisdiction of Formation of "Converted or Other Business Entity". The "converted or other business entity" is a limited liability company formed under the laws of the State of Delaware on March 1, 2019, and the formation document (Certificate of Formation) is attached.
4. Plan of Conversion. The converting Florida limited liability company approved the Plan of Conversion in accordance with Chapter 605, Florida Statutes.
5. Effective Date. This conversion shall be effective in Florida on March 1, 2019.*
6. Florida Address of "Converted or Other Business Entity". The Florida Department of State may send any process served on the Department pursuant to Florida Statute Section 605.0117 and Chapter 48, Florida Statutes to the following address:

88 West McIntyre Street, Suite 200
Key Biscayne, FL 33149
7. Appraisal Rights. The "converted or other business entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under Florida Statutes, Sections 605.1006 and 605.1061 – 605.1072.

IN WITNESS WHEREOF, the undersigned, being an authorized person on behalf of the converting Florida limited liability company, has executed these Articles of Conversion on this 1st day of March, 2019.



Erik Stevens, Authorized Representative

*Note: If the date inserted in this section 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.

CERTIFICATE OF FORMATION

OF

CRISTIE KERR WINES LLC

(a Delaware Limited Liability Company)

FILED
19 MAR -7 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

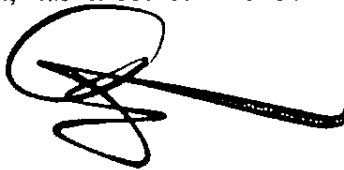
The undersigned, an authorized natural person, represents that the undersigned desires to form a limited liability company pursuant to the Delaware Limited Liability Company Act, Del. Code Ann. Title 6, Chapter 18 (the "Act"), and that the undersigned has executed this Certificate in compliance with the requirements of the Act. The undersigned further states that:

1. Name. The name of the limited liability company is CRISTIE KERR WINES LLC (the "**Company**").

2. Registered Address and Agent. The address of the registered office of the Company in the State of Delaware and the name and address of the registered agent of the Company required to be maintained by Section 18-104 of the Act at such address are as follows:

National Registered Agents, Inc.
160 Greentree Drive, #101
Kent County
Dover, Delaware 19904

IN WITNESS WHEREOF, the undersigned, being an authorized person within the meaning of Section 18-201(a) of the Act, has executed this Certificate of Formation this 1st day of March, 2019.



Erik Stevens, Authorized Person