

416000094354

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

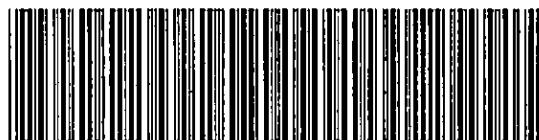
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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05/23/18--01003--024 **35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
18 MAY 23 PM 1:31

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MAY 24 2018



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 19, 2018

MARC GRIMAUD
5605 AMERICA DR
SARASOTA, FL 34231

SUBJECT: EAT EVOLUTION FOODS, LLC
Ref. Number: L16000094354

We have received your document for EAT EVOLUTION FOODS, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

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.

Jenna D Harris
Regulatory Specialist II

Letter Number: 018A00001267

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: EAT EVOLUTION FOODS LLC
Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Marc Grimaud
Name of Person

EAT EVOLUTION FOODS LLC
Firm/Company

5104 Ocean Blvd
Address

Sarasota, FL 34242
City/State and Zip Code

marc.grimaud@cafegabbiano.com
E-mail Address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Marc Grimaud at (800) 480-5528
Name of Person Area Code Daytime Telephone Number

Enclosed is a check for the following amount:

- ☒ \$25.00 Filing Fee ☐ \$30.00 Filing Fee & Certificate of Status ☒ \$55.00 Filing Fee & Certified Copy (additional copy is enclosed) ☐ \$60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

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

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

EAT EVOLUTION FOODS LLC

(Name of the Limited Liability Company as it now appears on our records.)
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on 5/13/16 and assigned Florida document number L16000094354.

This amendment is submitted to amend the following:

A. If amending name, enter the new name of the limited liability company here:

no change

The new name must be distinguishable and contain the words "Limited Liability Company," the designation "LLC" or the abbreviation "LLC."

Enter new principal offices address, if applicable:

no change

(Principal office address MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable:

no change

(Mailing address MAY BE A POST OFFICE BOX)

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B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here: *changed 4/9/18 w/annual report

Name of New Registered Agent:

Marc Girmand

New Registered Office Address:

5104 Ocean Blvd

Enter Florida street address

Sarasota

Florida

34242

City

Zip Code

New Registered Agent's Signature, if changing Registered Agent:

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 relative 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. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

M G

If Changing Registered Agent, Signature of New Registered Agent

If amending Authorized Person(s) authorized to manage, enter the title, name, and address of each person being added or removed from our records:

MGR = Manager
AMBR = Authorized Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
AMBR	Jordan Poppa	5704 Ocean Blvd	<input type="checkbox"/> Add
		Sarasota, FL 34242	<input checked="" type="checkbox"/> Remove
		same as	<input type="checkbox"/> Change
AMBR	Tanya Poppa	above	<input type="checkbox"/> Add
			<input checked="" type="checkbox"/> Remove
			<input type="checkbox"/> Change
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Change
			<input type="checkbox"/> Add
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			<input type="checkbox"/> Change
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Change

D: If amending any other information, enter change(s) here: (Attach additional sheets, if necessary.)

See attached, executed

Assignment and Assumption of Membership
Interest effective 1/1/18

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DIVISION OF CORPORATIONS

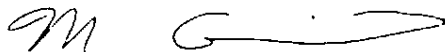
E. Effective date, if other than the date of filing: 1/1/18 (optional)

(If an effective date is listed, the date must be specific and cannot be prior to date of filing or more than 90 days after filing.) Pursuant to 605.0207 (3)(b)

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.

If the record specifies a delayed effective date, but not an effective time, at 12:01 a.m. on the earlier of:
(b) The 90th day after the record is filed.

Dated May 18, 2018.



Signature of a member or authorized representative of a member

Marc Girmand

Typed or printed name of signee

ARTICLES OF INTEREST EXCHANGE

Pursuant to section 605.1035, Florida Statutes, I hereby submit the following Articles of Interest Exchange:

FIRST: The name of the acquired limited liability company is: Eat Evolution Foods LLC

The document number of the acquired entity is: CL16000094354

SECOND: The name of the acquiring entity is: No change; assignment of interest only

Change Marc Grimaldi to registered agent; Remove Tanya and Jordan Poppe from entity

The jurisdiction of formation of the acquiring entity is: FL

If applicable, the document number of the acquiring entity is: _____

The acquiring entity is a: _____
(entity type: corp, llc, lp etc.)

THIRD: The plan of interest exchange was approved by the acquired limited liability entity in accordance with the provisions of ss. 605.1031-605.1036 and by each member of such limited liability company who, as a result of the interest exchange, will have interest holder liability under s. 605.1033(1)(b) and whose approval is required.

FOURTH: The amendments, if any, to the acquired limited liability company's public organic record approved as part of the plan of interest exchange are attached.

(Check One)

- FIFTH:** ☒ The plan of interest exchange was approved by each acquiring entity that is a party to the interest exchange in accordance with the organic laws in its jurisdiction of formation, or
☐ The plan of interest exchange approval was not required

SIXTH: The acquiring entity has agreed to pay to any members of the acquired entity with appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072.

SEVENTH: The effective date of the interest exchange, if the effective date of the interest exchange is not the same as the date of filing of the articles of interest exchange, subject to the limitations in s. 605.0207 is

1/1/18

(Effective date cannot be prior to the date of filing or more than 90 days after the date of filing)

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.

[Signature]
Signature of Authorized person-Acquired LLC

Man Grimaldi
Typed or printed name of signature

[Signature]
Signature of Authorized person-Acquiring Entity

Man Grimaldi
Typed or printed name of signature

Filing Fee: \$25.00
Certified copy: \$30.00 (optional)

ASSIGNMENT AND ASSUMPTION OF MEMBERSHIP INTEREST

FOR VALUE RECEIVED, JORDAN POPPA and TANYA POPPA (hereinafter collectively referred to as "Assignor"), hereby assigns and conveys one hundred percent (100%) of its Membership Units in FAITHFUL THON FOODS, LLC (A FLORIDA LIMITED LIABILITY COMPANY) (the "Company"), to MARC GRIMAUD (hereinafter collectively referred to as "Assignee")

Such assignment of Assignor's interest in the Company includes, without limitation, Assignor's right, title, and interest in and to the income, profits, and capital of the Company accruing after the date hereof; the right to sue for all claims accruing after the date hereof to which Assignor would otherwise be entitled as a member; and the right to the return of Assignor's interest in the Company's capital. The interest transferred by this assignment in the Company is referred to herein as the "Membership Interest." This assignment includes any right, title or interest in and to any funds deposited or maintained within any Company bank account as of the date hereof.

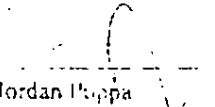
Assignor represents and warrants to, and covenants with, Assignee that: (1) Assignor has good and marketable title to the Membership Interest; (2) Assignor has full right and authority to transfer and assign the Membership Interest; (3) the Membership Interest has not been previously assigned and is free of all liens, encumbrances, and security interests whatsoever; (4) the transfer of the Membership Interest to Assignee complies with the terms of the Company's Operating Agreement; and (5) Assignor will defend the title to the Membership Interest against the lawful claims of all persons whatsoever.

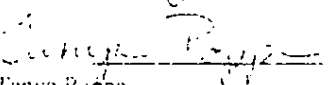
Assignor represents that the Company has consented to the assignment and transfer of the Membership Interest to Assignee in accordance with the Company's Operating Agreement. Assignee hereby accepts such assignment and agrees to be bound by all the covenants, terms, and conditions of the Operating Agreement of the Company, including any amendments thereto, as a substitute member for Assignor.

IN WITNESS WHEREOF, Assignor and Assignee have signed and sealed this Assignment effective the day of January, 2018.

ASSIGNOR:

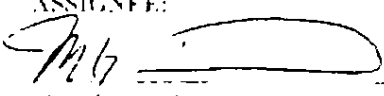
JORDAN POPPA AND TANYA POPPA


Jordan Poppa


Tanya Poppa

The undersigned, MARC GRIMAUD, as Assignee, under the foregoing Assignment, hereby accepts such assignment and agrees to abide by each and every term and condition of the Agreement of Operating Agreement of FAITHFUL THON FOODS, LLC, as amended as of the date written above.

ASSIGNEE:


Marc Grimaud