

216000095711

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

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16 MAY 13 PM 1:07  
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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA  
NO. 11-11-11  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

MAY 20 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 of Pennsylvania, Inc. (FL)  
Conversion  
Florida

Southern Wine & Spirits of Pennsylvania Holdings, 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 of Pennsylvania Holdings, 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 at (410) 659-2762  
(Name of Contact Person) (Area Code) (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 checked="" type="checkbox"/> \$185.00 Filing Fees, Certified Copy, and Certificate of Status
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**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 of Pennsylvania, Inc. P98-102749  
(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 December 9, 1998  
(date of organization, formation or incorporation) (Enter state, or if a non-U.S. entity, the name of the country)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:  
Southern Wine & Spirits of Pennsylvania Holdings, 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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TALLAHASSEE, FLORIDA

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 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 Pennsylvania Holdings, 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:

Mailing Address:

1600 N.W. 163 Street Miami, FL 33169

1600 N.W. 163 Street Miami, FL 33169

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:

Adam J. Silverman

Name

2800 Ponce De Leon Boulevard, Suite 1125

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

Coral Gables

Florida

33134

City

State

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..*

  
Registered Agent's Signature (REQUIRED)

(CONTINUED)

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TALLAHASSEE, 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.

(Use attachment if necessary)

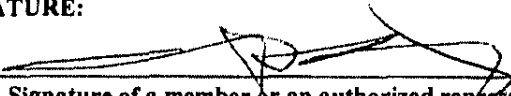
**ARTICLE V:** Effective date, if other than the date of filing: June 20, 2016 (OPTIONAL)

(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.)

**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.

**ARTICLE VI:** Other provisions, if any.

**REQUIRED SIGNATURE:**

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

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes.  
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.

LEE F. HAGER

Typed or printed name of signee

EVP/Secretary  
Chief Administrative Officer

**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)

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