

L17000145154

(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

M. MOON

JUL 05 2017



200300877442

17 JUL -5 PM 3:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2017 JUL -8 PM 1:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROCESSED



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
866.625.0838
COGENCYGLOBAL.COM

Date: July 6, 2017

Account#: I20000000088

Name: Marisa Kugelmann

Reference #: T010790

Entity Name: WYNWOOD BREWING COMPANY LLC

- Articles of Incorporation/Authorization to Transact Business
- Amendment
- Change of Agent
- Reinstatement
- Conversion
- Merger
- Dissolution/Withdrawal
- Fictitious Name
- Other Certified Copy upon filing

** Need this ASAP **

17 JUL -6 PM 3:03

SECRET STATE

Authorized Amount: \$180.00

Signature: *mkj*

©CORPORATE HQ
COGENCY GLOBAL INC.
10 E 40th ST. 10th FL
NY, NY 10016
800.221.0102
-1.212.947.7200

©EUROPEAN HQ
COGENCY GLOBAL (UK) LIMITED
REGISTERED IN ENGLAND & WALES
REGISTRY #501972
6 BEVIS MARKS, 1st FL
LONDON EC3A 7BA
+44 (0)20.3786.1090

©ASIA PACIFIC HQ
COGENCY GLOBAL (HK) LIMITED
A HONG KONG LIMITED COMPANY
INFINIUS PLAZA, 12th FL
199 DES VOEUX RD CENTRAL
HONG KONG
+852.3975.1803



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
866.625.0838
COGENCYGLOBAL.COM

**ARTICLES OF CONVERSION
FROM A FLORIDA CORPORATION TO A
FLORIDA LIMITED LIABILITY COMPANY**

(Pursuant to Section 605.1045 of the Florida Revised Limited Liability Company Act
and Section 607.1112 of the Florida Business Corporation Act)

The Articles of Conversion, and attached Articles of Organization, are submitted to convert a Florida corporation (the "*Corporation*") to a Florida limited liability company (the "*Limited Liability Company*") under the Florida Revised Limited Liability Company Act (the "*LLC Act*") and the Florida Business Corporation Act (the "*Corp. Act*" and the LLC Act collectively referred as, the "*Acts*"), in accordance, the undersigned, hereby certifies:

FIRST: The name of the Corporation immediately prior to filing this Articles of Conversion is Wynwood Brewing Company Inc.

SECOND: Wynwood Brewing Company Inc. is a corporation formed under the laws of Florida on June 29, 2017 with an organizational date deemed effective February 14, 2011.

THIRD: The name of the Limited Liability Company, as set forth in the attached Articles of Organization, is Wynwood Brewing Company LLC.

FOURTH: The effective date of the conversion is upon filing of the Articles of Conversion and the Articles of Organization with Florida Department of State, Division of Corporations.


FIFTH: The plan of conversion has been approved in accordance with all applicable provisions of the Acts.

SIXTH: Wynwood Brewing Company Inc. has agreed to pay any members having appraisal rights the amount to which such members are entitled under section 605.1006 and 605.1061-605.1072 of the LLC Act.

SEP 17 2017 5:03 PM
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

IN WITNESS WHEREOF, the undersigned, as authorized representative within the meaning of the Acts, executed these Articles of Conversion effective as of July 6, 2017.

Authorized Representative of the Corporation
WYNWOOD BREWING COMPANY INC.

By: 
Name: Luis G. Brignoni
Title: Chief Executive Officer

SECRETARY OF STATE
FILED
17 JUL -5 PM 3:03

**ARTICLES OF ORGANIZATION
OF
WYNWOOD BREWING COMPANY LLC**

The undersigned member and authorized representative (the "**Authorized Representative**") signs these Articles of Organization and forms a limited liability company (the "**Company**") pursuant to Section 605.0201 of the Florida Revised Limited Liability Company Act (the "**Act**"), as follows:

ARTICLE I – NAME

The name of the limited liability company is:

Wynwood Brewing Company LLC

ARTICLE II – MAILING ADDRESS AND STREET ADDRESS

The street address of the principal office of the Company is:

565 NW 24th Street
Miami, FL, 33127

The mailing address of the Company is:

565 NW 24th Street
Miami, FL, 33127

ARTICLE III – INITIAL REGISTERED AGENT AND OFFICE

The name and the Florida street address of the initial registered agent of the Company are:

Cogency Global Inc.
115 North Calhoun Street, Suite 4
Tallahassee, FL 32301 (Leon County)

The written acceptance of the Company's initial registered agent, pursuant to 605.0201 (2) (c) of the Florida Revised Limited Liability Act, is attached herein as Exhibit A.

ARTICLE IV – MANAGEMENT

The Company is manager-managed. The names and addresses of the managers of the Company are:

Luis G. Brignoni
565 NW 24th Street
Miami, FL, 33127

and

17 JUL -6 PM 3:03
REC'D STATE
FILED
CORPORATION

Luis C. Brignoni
565 NW 24th Street
Miami, FL. 33127

ARTICLE V – PURPOSE

The Company is being formed for the purpose of transacting any and all lawful business for which a limited liability company may be organized under the Florida Revised Limited Liability Company Act.

ARTICLE VI – DURATION

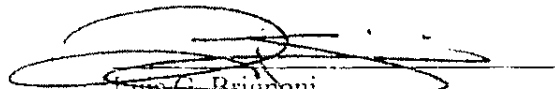
The Company shall have perpetual existence unless sooner dissolved, according to law; corporate existence shall commence upon the filing of the Articles of Organization by the Florida Department of State.

SECRETARY OF STATE
17 JUL -6 PM 3:04

In accordance with Section 605.0203(1)(b), of the Florida Revised Limited Liability Company Act, 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 Section 817.155 of the Florida Statutes.

AUTHORIZED REPRESENTATIVE:

WYNWOOD BEER COMPANY LLC


Luis G. Brignoni,
Member

Date: July 6, 2017

SEC. OF STATE
17 JUL -6 PM 3:01

EXHIBIT A

Written Acceptance of the Company's Initial Registered Agent

See attached.

SECRET
17 JUL -6 PM 3:04
STATE

ACCEPTANCE BY REGISTERED AGENT

Pursuant to Article III of the Articles of Organization of Wynwood Brewing Company LLC (the "*Company*"), the Company appointed the initial registered office/registered agent in the State of Florida as follows.

1. The name of the Company is:

Wynwood Brewing Company LLC

2. The name and address of the registered agent and office of the Company are:

Cogency Global Inc.
115 North Calhoun Street, Suite 4
Tallahassee, FL 32301 (Leon County)

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 of the Florida Statutes.

Signature: _____

Manisa Kugelmann, Asst. Secretary

Dated: July 6, 2017

SEP 14 11:00 AM '17
17 JUL -6 PM 3:04