

Oct. 29. 2020 1:06PM

GRAY ROBINSON

No. 1444

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Division of Corporations

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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
THE MIAMI DISTILLING COMPANY, LLC

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF  
THE MIAMI DISTILLING COMPANY, LLC**

The undersigned officer of THE MIAMI DISTILLING COMPANY, LLC ("Company"), a Florida Company organized and existing under the Florida Business Company Act ("Act"), hereby submits the following Amended and Restated Articles of Organization of the Company and certifies that:

1. The name of the Company is: THE MIAMI DISTILLING COMPANY, LLC.
2. The original Articles of Organization of the Company ("Articles of Organization") was filed with the Department of State of the State of Florida on July 7, 2011 under document number L18000174749.
3. This Amended and Restated Articles of Organization has been duly adopted in accordance with the provisions of the Act by all of the directors and shareholders of the Company.
4. The Articles of Organization of the Company are hereby amended and restated in full to read as follows:

**ARTICLE I - NAME**

The name of the Company is THE MIAMI DISTILLING COMPANY, LLC ("Company").

**ARTICLE II - ADDRESS**

The address of the Company is 6468 NW 77<sup>th</sup> Court, Miami, Florida 33166.

**ARTICLE III - EXISTENCE AND DURATION**

The Company was organized on the date the Articles of Organization of the Company ("Articles of Organization") were filed with Department of State of the State of Florida. The duration of the Company shall be in perpetuity.

**ARTICLE IV - PURPOSES**

This Company is incorporated to do any and all acts and things, and exercise any and all powers which now or hereafter are lawful for a for profit Company to do or exercise under and pursuant to the laws of the State of Florida.

**ARTICLE V - POWERS**

The Company shall have all the powers granted to for-profit Companies under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Company is organized. Subject to any applicable limitations, the Company shall have the power to receive, accept, use, hold, manage, and dispose of all types of real and personal property given, transferred, devised, or bequeathed to it, in trust or otherwise, for the purposes described above and for any purposes incidental thereto.

**ARTICLE VI - MEMBERSHIP INTERESTS**

The Company is authorized to issue membership interests to the members of the Company ("Members").

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**ARTICLE VII - MANAGERS**

The affairs of the Company shall be managed by the Managers. The number of persons constituting the Managers shall be three (3); *provided, however*, that the number of Managers may be expanded or reduced as provided for in the Operating Agreement of the Company's ("Operating Agreement"). The Managers are:

Dieuveny Jean Louis  
Jean Mallebranche  
David Garreston

**ARTICLE VIII - OFFICERS**

The affairs of the Company shall be managed on a day-to-day basis by officers appointed by a majority vote of the Board of Directors. The officers of the Company shall consist of a CEO, president, treasurer (also referred to as a CFO) and secretary. Such other officers and assistant officers and agents (including but not limited to assistant secretaries and assistant treasurers) as may be deemed necessary may be appointed by the Managers from time to time.

**ARTICLE IX - INDEMNIFICATION**

The Company shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any Manager or officer of the Company who was, is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative ("Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a Manager or officer of the Company or, while a Manager or officer of the Company, is or was serving at the request of the Company as a Manager, officer, employee or agent of another Company or of a partnership, limited liability company, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Manager or officer. Notwithstanding the preceding sentence, except for claims for indemnification (following the final disposition of such Proceeding) or advancement of expenses not paid in full, the Company shall be required to indemnify a Manager or officer in connection with a Proceeding (or part thereof) commenced by such Manager or officer only if the commencement of such Proceeding (or part thereof) by such Manager or officer was authorized in the specific case by the Board of Directors. Any amendment, repeal or modification of this Article IX shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

**ARTICLE X - REGISTERED OFFICE AND AGENT**

The name of the registered agent is Toast Distillers, Inc., and the street address of the registered agent office is 6468 NW 77<sup>th</sup> Court, Miami, Florida 33166.

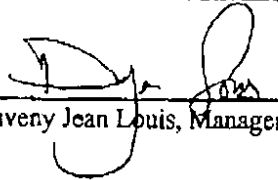
**ARTICLE XI - AMENDMENTS TO THE ARTICLES OF ORGANIZATION**

The Articles of Organization may be amended in the manner provided by law.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization, this 22<sup>nd</sup> day of October, 2020.

ALCHEMIST DISTILLERIES INC.

By:   
Dieuveny Jean Louis, Manager and president

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**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

The undersigned, having been named as Registered Agent to accept service of process for The Miami Distilling Company, LLC ("Company") at the place designated in the foregoing Articles of Organization, hereby accepts this appointment as such Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as the Registered Agent for the Company. The undersigned further certifies that the undersigned is familiar with and accepts the obligations of such position as Registered Agent.

Toast Distillers, Inc.

By: 

Jean-Marie Branche

Title: 

Date: October 22, 2020

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