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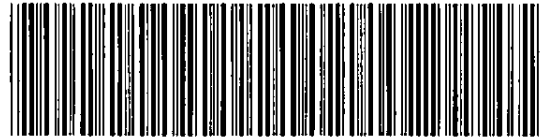
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FL

COVER LETTER

TO: **Registration Section**
Division of Corporations

SUBJECT: St Pete Cellars, 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:

Daniel S. Myers

Name of Person

St Pete Cellars, LLC

Firm/Company

1501 22nd Street N

Address

St Petersburg, FL 33713

City/State and Zip Code

info@stpetecellars.com

E-mail address: (to be used for future annual report notification)

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SECRETARY OF STATE
TALLAHASSEE, FL

For further information concerning this matter, please call:

Roy Whitehead

206 719-4413

at ()

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 Address:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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

St Pete Cellars, 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 December 19, 2022 and assigned
Florida document number L22000529401.

This amendment is submitted to amend the following:

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

N/A

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

Enter new principal offices address, if applicable:

N/A

(Principal office address MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable:

1501 22nd Street N

St Petersburg, FL 33713

(Mailing address MAY BE A POST OFFICE BOX)

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:

Name of New Registered Agent:

Daniel S. Myers

New Registered Office Address:

1501 22nd Street N

Enter Florida street address

St Petersburg

Florida

33713

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.


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>
MGR	Daniel S. Myers	9918 58th St E, Parrish, FL 34219	<input checked="" type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Change
AMBR	Roy M Whitehead	555 5th Ave NE, #622, St Petersburg, FL 33701	<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input checked="" type="checkbox"/> Change
AMBR	Rebecca Myers	9918 58th St E, Parrish, FL 34219	<input checked="" type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Change
AMBR	Rhonda Whitehead	555 5th Ave NE, #622, St Petersburg, FL 33701	<input checked="" type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Change
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
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			<input type="checkbox"/> Remove
			<input type="checkbox"/> Change

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

Please see attached Amended and Restated Articles of Organization

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E. Effective date, if other than the date of filing: _____ (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 March 1, 2024

Signature of a member or authorized representative of a member

Daniel S. Myers

Typed or printed name of signee

Filing Fee: \$25.00

AMENDED AND RESTATED ARTICLES OF ORGANIZATION

OF

ST PETE CELLARS, LLC

The undersigned person, acting as the authorized representative of St Pete Cellars, LLC (the "Company") under the Florida Limited Liability Company Act, Chapter 605, Florida Statutes, adopts the following Amended Articles of Organization of a multiple member limited liability company.

ARTICLE I.

The name of this limited liability company is **St Pete Cellars, LLC**.

ARTICLE II.

The mailing and street address of the principal office of the Company is 1501 22nd Street North, St Petersburg, FL 33713, but it shall have the power and authority to establish its office address at other locations, as the Members may designate.

ARTICLE III.

The street address of the registered office of the Company is 1501 22nd Street North, St Petersburg, FL 33713, and the name of the Company's Registered Agent at that address is **Daniel Myers**.

ARTICLE IV.

The management of the limited liability company shall be vested in the Manager(s). The number of Managers and the method by which they shall be elected by the Members, is set forth and prescribed in the Operating Agreement of the limited liability company. The Manager(s) may also elect or appoint persons to hold the offices and to have the responsibilities accorded to them by the Manager(s) and as set out in the Operating Agreement of the limited liability company. The name and address of the Manager, until next his successors are elected and qualified is:

DANIEL MYERS

1501 22nd Street North

St Petersburg, FL 33713

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TALLAHASSEE, FL

ARTICLE V.

The existence of the Company shall exist in a manner provided by law, or as provided in the Operating Agreement adopted by the Members.

ARTICLE VI.

This limited liability company is created for any lawful purpose (except that special statutes for the regulation and control of specific types of businesses shall control when in conflict herewith) within the State of Florida and the United States of America for the benefit of its Members and such other related business as may be agreed on by its Members.

ARTICLE VII.

This Company shall be a multiple member limited liability company.

ARTICLE VIII

The Members of the Company are:

Daniel Myers
9918 58th Street E
Parrish, FL 34219

Rebecca Myers
9918 58th Street E
Parrish, FL 34219

Roy Whitehead
555 5th Ave NE, #622
St Petersburg, FL 33701

Rhonda Whitehead
555 5th Ave NE, #622
St Petersburg, FL 33701

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TALLAHASSEE, FLORIDA

ARTICLE IX.

The power to adopt, alter, amend or repeal the Operating Agreement of this limited liability company shall be vested in the Members. Regulations adopted by the Manager may be repealed or altered and new regulations may be adopted by an affirmative vote of the Members. The Members may prescribe in any regulations made by it that such regulations may not be altered, amended or repealed by the Manager. The regulations may contain any provisions for the regulation and management of the affairs of this limited liability company not inconsistent with the law or these Articles of Organization and the Operating Agreement of this limited liability company.

ARTICLE X.

1. The limited liability company shall indemnify any individual or entity made a party to a proceeding because he, she or it was a Manager or a Member of the limited liability company against liability incurred in the proceedings if: (a) he, she or it conducted himself, herself or itself in good faith; (b) he, she or it reasonably believed that his, her or its conduct was in or at least not opposed to the limited liability company's best interest; and (c) in the event of any criminal proceeding, he, she or it had no reasonable cause to believe that his, her or its conduct was unlawful.

2. The limited liability company shall pay for, or reimburse, the reasonable expenses incurred by its Manager(s) or Member(s) who is or are a party to a proceeding in advance of the final disposition of the proceeding if: (a) the individual or entity furnishes the limited liability company a written affirmation of his, her or its good faith belief that it has met the standard of good conduct described herein; (b) the individual or entity furnishes the limited liability company a written undertaking executed personally or on his, her or its behalf to repay the advance if it is ultimately determined that he, she or it did not meet the standard of conduct; and (c) a determination is made that the facts then known to those making the determination would not preclude indemnification under the law. The undertaking required by this Paragraph shall be an unlimited general obligation but need not be secured and may be accepted without reference to financial ability to make repayment. The indemnification in advance of expenses authorized herein shall not be exclusive to any other rights to which any Manager or Member may be entitled under any by-law, agreement, or vote of Members or otherwise. The Articles of Organization shall not be interpreted to limit in any manner the indemnification or right to advancement for expenses to an individual or entity who would otherwise be entitled thereto. These Articles of Organization shall be interpreted as mandating indemnification and advancement of expenses to the extent permitted by law. In addition to the foregoing, the limited liability company shall indemnify and save the Members harmless in all acts taken by them as Members of the limited liability company and shall pay all costs and expenses incurred by or imposed upon them as a result of the same, including compensation based upon the usual charges for expenditures required of them in pursuit of the defense against any liability arising on account of acting as organizers or on account of enforcing the indemnification rights hereunder and the limited liability company releases them

from all liability for any such act as Members not involving willful or grossly negligent misconduct.

IN WITNESS WHEREOF, under the laws of the State of Florida, the undersigned executed these Amended and Restated Articles of Organization on this 1st day of March, 2024.


Daniel Myers

ACCEPTANCE

Pursuant to Chapter 605, Florida Statutes, the following is submitted:

That **St Pete Cellars, LLC**, as a limited liability company under the laws of the State of Florida with its registered office, as indicated in its Amended and Restated Articles of Organization, at 1501 22nd Street North, St Petersburg, FL 33705, and has named Daniel Myers as its agent to accept service of process within the State of Florida.

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, Florida Statutes.

DATED this 1st day of March, 2024.


Daniel Myers

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TALLAHASSEE, FL

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Division of Corporations

SUBJECT: St Pete Cellars, LLC

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Name of Person

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Firm/Company

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Address

St Petersburg, FL 33713

City/State and Zip Code

info@stpetecellars.com

E-mail address: (to be used for future annual report notification)

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For further information concerning this matter, please call:

Roy Whitehead

206

719-4413

at (_____) _____

Name of Person

Area Code

Daytime Telephone Number

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(additional copy is enclosed)

☐ \$60.00 Filing Fee,
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(additional copy is enclosed)

Mailing Address:

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

Street Address:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303