

L24000002916

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

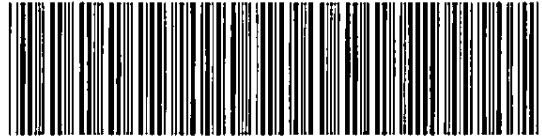
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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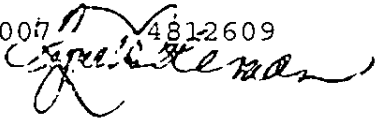
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2023 DEC 28 AM 11:14

2023

5:21

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 230007 4812609
AUTHORIZATION : 
COST LIMIT : \$ 150.00

ORDER DATE : December 27, 2023
ORDER TIME : 8:21 AM
ORDER NO. : 230007-010
CUSTOMER NO: 4812609

DOMESTIC AMENDMENT FILING

NAME: COLD PRESS LLC

EFFECTIVE DATE:

XX ARTICLES OF CONVERSION AND ORGANIZATION
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Eyliena Baker -- EXT#

EXAMINER'S INITIALS: _____

**ARTICLES OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO
FLORIDA LIMITED LIABILITY COMPANY**

These 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 these Articles of Conversion is **COLD PRESS LLC**.
2. The "Other Business Entity" is a limited liability company first organized, formed or incorporated under the laws of the State of Maryland on January 9, 2006.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is **COLD PRESS LLC**.
4. The effective date of these Articles of Conversion is December 28, 2023.
5. The plan of conversion has been approved in accordance with all applicable statutes.
6. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.0172, F.S.

Signed this 28th day of December, 2023.

Signature on behalf of Other Business Entity:

Signature of Member, Manager or Authorized Person

/s/ Todd M. Manganaro
Todd M. Manganaro,
Manager and Authorized Person

Signature of Authorized Representative of the Limited Liability Company:

/s/ Todd M. Manganaro
Todd M. Manganaro, Authorized Person

2023-12-28 10:00 AM
C:\Users\TMM\Documents\Cold Press LLC\Articles of Conversion\Articles of Conversion.docx

**ARTICLES OF ORGANIZATION
OF
COLD PRESS LLC**

The undersigned, being a duly authorized representative of the Member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 605, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is **COLD PRESS LLC** (the "Company").

**ARTICLE II
ADDRESS**

The principal address and mailing address of the Company is:

701 Brickell Avenue, Ste. 3300
Miami, Florida 33131

**ARTICLE III
REGISTERED AGENT AND OFFICE**

The Company designates 1201 Hays Street, Tallahassee, FL 32301 as the street address of the initial registered office of the Company and names Corporation Service Company, as the Company's initial registered agent at that address to accept service of process within this state.

**ARTICLE IV
DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated in accordance with the Company's Operating Agreement or pursuant to the Revised Florida Limited Liability Act, as amended from time to time.

**ARTICLE V
MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Manager and is, therefore, a manager-managed Company. The name and address of the initial person authorized to manage and control the Company are:

<u>Title:</u>	<u>Name and Address:</u>
Manager	Todd M. Manganaro 400 Alton Road, Unit 3101 Miami Beach, Florida 33139

ARTICLE VII
PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida including activities within the United States and abroad.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal this 28th day of December, 2023.

/s/ Todd M. Manganaro
Todd M. Manganaro.
Duly Authorized Representative of the
Member

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for COLD PRESS LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 605, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 28th day of December, 2023.

Corporation Service Company

By: /s/ Danielle Ellenberger
Name: Danielle Ellenberger
Title: Assistant Secretary

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