

9/16/2020

Division of Corporations

## Florida Department of State

Division of Corporations

## Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H20000322894 3)))



H200003228943ABC/

**Note: DO NOT** hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850)617-6383

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (614)280-3338  
Fax Number : (954)208-0845

Please keep original  
filing date of  
9/16/2020.

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
BLUE SEA, LLC

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$55.00

20 SEP 16 AM 11:12

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Y. SULKER

SEP 20 2020

Electronic Filing Menu

Corporate Filing Menu

Help

# APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE AMENDMENT TO CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN FLORIDA

## SECTION I (1-4 must be completed)

1. Name of limited liability Company as it appears on the records of the Florida Department of

State: BLUE SEA, LLC

Enter new principal office address, if applicable: 4600 Argyle Terrace NW

(Principal office address)

MUST BE A STREET ADDRESS

Washington DC20011

Enter new mailing address, if applicable:

(Mailing address)

MAY BE A POST OFFICE BOX

2. The Florida document number of this limited liability company is: M07000002979

3. Jurisdiction of its organization: DC

4. Date authorized to do business in Florida: 05/21/2007

## SECTION II (5-9 complete only the applicable changes)

5. New name of the limited liability company: BLUE CIRCLE FOODS LLC  
(must contain "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must contain "Limited Liability Company," "L.L.C." or "LLC.")

6. If amending the registered agent and/or registered officer 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:

New Registered Office Address:

Enter Florida Street Address

City, Florida

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

FILED  
CLERK OF STATE  
CORPORATIONS  
20 SEP 16 AM 11:12

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

Delaware

8. If the amendment changes person, title or capacity in accordance with 605.0902 (1)(e), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
Member	Thomas Damato	4600 Argyle Terrace NW Washington DC 20020011	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
Member	Steven Damato	4600 Argyle Terrace NW Washington DC 20020011	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

9. Attached is a certificate, if required: no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

  
Signature of the authorized representative

Thomas F Damato

Typed or printed name of signee

Filing Fee: \$25.00

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND  
CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DISTRICT OF  
COLUMBIA LIMITED LIABILITY COMPANY UNDER THE NAME OF "BLUE SEA  
LLC" TO A DELAWARE LIMITED LIABILITY COMPANY, FILED IN THIS OFFICE  
ON THE SEVENTH DAY OF FEBRUARY, A.D. 2020, AT 4:36 O'CLOCK P.M.



Jeffrey W. Bullock, Secretary of State

7841166 8100V  
SR# 20207406476

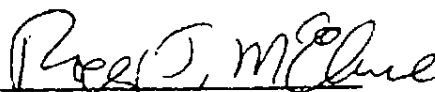
You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 203706624  
Date: 09-22-20

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A NON-DELAWARE LIMITED LIABILITY COMPANY TO A  
DELAWARE LIMITED LIABILITY COMPANY PURSUANT TO  
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the Non-Delaware Limited Liability Company first formed is the District of Columbia.
- 2.) The jurisdiction immediately prior to filing this Certificate is the District of Columbia.
- 3.) The date the Non-Delaware Limited Liability Company first formed is June 5, 2006.
- 4.) The name of the Non-Delaware Limited Liability Company immediately prior to filing this Certificate is Blue Sea LLC.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of Formation is Blue Circle Foods I.L.C.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 6th day of February, A.D. 2020.

By:   
Authorized Person  
Roger J. McClure  
Name typed

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:36 PM 02/07/2020  
FILED 04:36 PM 02/07/2020  
SR 20200921931 - File Number 7841166

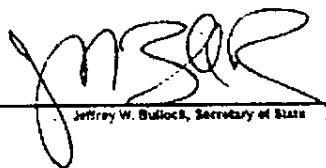
# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF FORMATION OF "BLUE CIRCLE FOODS  
LLC", FILED IN THIS OFFICE ON THE SEVENTH DAY OF FEBRUARY, A.D.  
2020, AT 4:36 O'CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

7841166 8100  
SR# 20207406476

Authentication: 203706625

Date: 09-22-20

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:36 PM 02/07/2020  
FILED 04:36 PM 02/07/2020  
SR 20200921931 - File Number 7841166

STATE OF DELAWARE  
LIMITED LIABILITY COMPANY  
CERTIFICATE of FORMATION

- First: Name. The name of the limited liability company is Blue Circle Foods LLC.
- Second: Address. The address of its registered office in the State of Delaware is 1013 Centre Road, Suite 403-B, Wilmington, Delaware 19805, in New Castle County. The name of its Registered agent at such address is Vcorp Services, LLC.
- Third: Dissolution Date. The limited liability company will be perpetual in its existence.
- Fourth: Limitation of Liability. The liability of a Manager or Member of the limited liability company shall not exceed \$1,000 in any proceeding brought by or in the right of a limited liability company or brought by or on behalf of all Members of the limited liability company for damages assessed against a Manager or Member arising out of a single transaction, occurrence or course of conduct. It is intended that this \$1,000 limitation is a limitation which qualifies as a monetary amount limiting liability and specified in writing for derivative actions under Subchapter X, Derivative Actions, Chapter 18, Subtitle II, Title 6, Delaware Code.
- Fifth: Operating Agreement. The limited liability company shall be governed by an operating agreement between the Members and Managers. An operating agreement may be amended at any time pursuant to procedures set forth in the operating agreement. The operating agreement will set forth the duties of Managers of the limited liability company and other matters which the Members and Managers decide to include in the operating agreement.
- Six: Members are Not Agents of the LLC. No Member shall be an agent of any other Member or of the limited liability company. No Member shall have the authority to act on behalf of the limited liability company unless that Member has been given the authority to act on behalf of the limited liability company in writing. A Manager may act on behalf of the limited liability company. Any document executed by a Manager shall be binding upon the limited liability company, including, but not limited to, notes, contracts, options, deed of trusts, mortgages and other loan documents executed by a Manager.
- Seventh: Admission of New Members. No new Member may be admitted as a Member except by approval of all Voting Members and the Managers. No assignment, pledge, voluntary transfer or involuntary transfer of any membership interest will be recognized by the limited liability company unless agreed to in writing by all Voting Members and the Managers. No assignee, pledgee or transferee of a membership interest shall have any right to exercise a vote in the affairs of the limited liability company until admitted as a Voting Member with voting rights by agreement of all of the Voting Members and the Managers of the limited liability company.
- Eighth: Issuance of Certificates. The Managers shall have the power to issue certificates of membership for Voting Members and Nonvoting members pursuant to Section 18-302, Classes and Voting of the Delaware Code, Title 6, Commerce and Trade, Subtitle II, Chapter 18, Limited

Liability Company Act, Subchapter III, Members. The Managers may opt to report income for the limited liability company as a Subchapter C Corporation for federal and state law purposes. The Managers may designate and name certificates of membership as Voting and Nonvoting Stock in the company. The Managers shall have the authority to issue up to 10,000 shares of stock of which 1000 shall be Voting Stock and 9,000 shall be Nonvoting Stock. The Voting and Nonvoting Stock shall on a per share basis have the same rights to income and distributions from the company. Holders of the Nonvoting Stock shall have no ability to vote on any issue that comes before the Managers or Voting Members of the company. The Managers shall have the power to adopt a stock option plan in compliance with federal and state law.

In Witness Whereof, the undersigned have executed this Certificate of Formation this 6<sup>th</sup> day of February 2020

By: Roger J. McClure  
Authorized Person(s)  
Name: Roger J. McClure  
Typed or Printed