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(City/State/Zip/Phone #)

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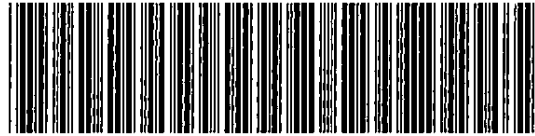
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. HAMPTON
MAY 23 2008
EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: True Winter, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Lisa Welborn
(Name of Person)

Compliance Associates
(Firm/Company)

PO Box 440
(Address)

Manton, CA 96059
(City/State and Zip Code)

For further information concerning this matter, please call:

Lisa Welborn at (530) 474-6155
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☒ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

08 MAY 22 PM 12:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 7, 2008

LISA WELBORN
COMPLIANCE ASSOCIATES
P O BOX 440
MANTON, CA 96059

SUBJECT: TRUE WINTER, LLC
Ref. Number: W08000022926

We have received your document for TRUE WINTER, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records show no entity by the name TRANS-ATLANTIC WINE & SPIRITS. The name of the registered agent must be the same as listed on our database for the corporation/fictitious name listed.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 508A00029247

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. True Winter, LLC

(Name of Foreign Limited Liability Company; must include "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 include "Limited Liability Company," "L.L.C.," "LLC.")

2. California

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 11-3784494

(FEI number, if applicable)

4. 07/03/06

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. N/A

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 1750 Dean York Lane

St. Helena, CA 94574

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☐

9. The name and usual business addresses of the managing members or managers are as follows:

Robert Winters 1750 Dean York Lane, St. Helena, CA 94574

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Winery

Wine sales to wholesalers



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Lisa Welborn, Attorney-In-Fact

Typed or printed name of signee

FILED
08 MAY 22 PM 4: 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

True Winter, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

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

Southern Wine & Spirits of America

(Name)

1600 NW 163rd St.

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Miami, FL 33172

FL

City/State/Zip

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 608, Florida Statutes.



(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

FILED
08 MAY 22 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of California
Secretary of State

CERTIFICATE OF GOOD STANDING
CALIFORNIA LIMITED LIABILITY COMPANY

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That on the **3rd day of July 2006, TRUE WINTER, LLC**, became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That according to the records of this office, the said limited liability company is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition of this limited liability company.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of April 23, 2008.



Debra Bowen

DEBRA BOWEN
Secretary of State

POWER OF ATTORNEY

I, the undersigned Manager of True Winter, LLC., do hereby appoint Lisa Welborn as my attorney-in-fact to execute for me on behalf of the LLC all applications, notices, bonds, monthly reports and other instruments, claims, letters, writings, papers, and to act for me in dealing with the Alcoholic Beverage Control authorities of every state in connection with matters relating to the laws and regulations administered by each. I further authorize the attorney above named to receive on behalf of the LLC any and all notices, papers and letters in connection with such matters, and grant her full power and authority to do all that is essential in and about the premises, with full power of substitution and revocation. I hereby ratify and confirm all that the attorney shall lawfully do or cause to be done by virtue of this appointment.

Dated this 10 day of FEBRUARY, 2008



Robert Winters, Manager/Member

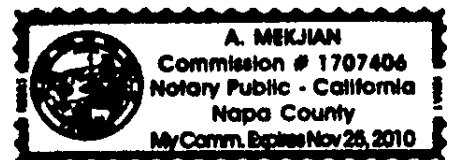
STATE OF CALIFORNIA)
COUNTY OF Napa) SS

On this 10th day of February, 2008, before the undersigned Notary Public in and for the State of California, duly commissioned and sworn, personally appeared Robert Winters, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.


Notary Public



(Seal)