

# M/6000005186

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.**

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**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 : FCA0000000023  
Phone : (850) 205-8842  
Fax Number : (850) 878-5368

**\*\*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 SOUTHERN WINE & SPIRITS OF AMERICA, LLC

Certificate of Status	1
Certified Copy	1
Page Count	047
Estimated Charge	\$60.00

### Special Instructions:

This is related to Order 10072428 SO - name amendment - this is a 1-2 type of filing.. disso and name change - attached to this order is the letter stating no intention to revoke disso to free up name.



July 11, 2016

FLORIDA DEPARTMENT OF STATE

Division of Corporations  
SOUTHERN WINE & SPIRITS OF AMERICA, LLC 2ND FAX  
1600 NW 163RD STREET  
MIAMI, FL 33169US

SUBJECT: SOUTHERN WINE & SPIRITS OF AMERICA, LLC  
REF: M16000005186

We have received your document for SOUTHERN WINE & SPIRITS OF AMERICA, LLC and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

The name of your limited liability company is not available in the state of Florida since it is the same as, or it is not distinguishable from the name of an existing entity on our records. Therefore, the limited liability company must select an alternate name for use in the state of Florida.

Please insert the alternate name in the space provided on the application form.

The alternate name must contain the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC." The following suffixes are no longer acceptable: "Limited Company," "L.C.," and "LC". The abbreviations "Ltd." and "Co.," also are no longer acceptable.

The document number of the name conflict is L16000076341 SOUTHERN GLAZER'S WINE AND SPIRITS, LLC.

Please return 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  
P.O BOX 6327 - Tallahassee, Florida 32314



call (850) 245-6051.

Justin M Shivers

Regulatory Specialist II Supervisor

FLORIDA DEPARTMENT OF STATE

FAX And #.: F16000160297  
Division of Corporations

Letter Number: 316A00014322

Florida Department of State  
Division of Corporations  
Registration Section

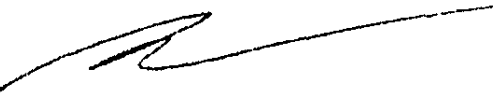
FILED  
2016 JUL 1 AM 7:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 14, 2016

To Whom It May Concern:

On behalf of Southern Glazer's Wine and Spirits, LLC, a domestic Florida limited liability company (the "Company"), I confirm that the Company intends to dissolve and has no intention of revoking such dissolution. The name "Southern Glazer's Wine and Spirits, LLC" may be used by other domestic or foreign entities that desire to conduct business under that name in the State of Florida.

Very truly yours,



Steven J. Schermer

Sole Member, Southern Glazer's Wine and Spirits, LLC

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Southern Wine & Spirits of America, LLC  
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Daniel Connelly  
Name of Person

Hogan Lovells US LLP  
Firm/Company

100 International Drive, Suite 2000  
Address

Baltimore, MD 21202  
City/State and Zip Code

daniel.connelly@hoganlovells.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Daniel Connelly at ( 410 ) 659-5073  
Name of Person Area Code & Daytime Telephone Number

### STREET/COURIER ADDRESS:

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

### MAILING ADDRESS:

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

Enclosed is a check for the following amount:

- ☐ \$25 Filing Fee      ☐ \$30 Filing Fee & Certificate of Status      ☐ \$55 Filing Fee & Certified Copy      ☒ \$60 Filing Fee, Certificate of Status & Certified Copy

**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: Southern Wine & Spirits of America, LLC

Enter new principal office address, if applicable: \_\_\_\_\_

(Principal office address

MUST BE A STREET ADDRESS)

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: M16000005186

3. Jurisdiction of its organization: Delaware

4. Date authorized to do business in Florida: \_\_\_\_\_

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

5. New name of the limited liability company: Southern Glazer's Wine and Spirits, 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*

\_\_\_\_\_, Florida \_\_\_\_\_  
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 obligation 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.*

\_\_\_\_\_  
Changing Registered Agent, Signature of New Registered Agent

**FILED**  
2016 JUL 1 AM 7:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

2016 JUL 1 AM 7:43

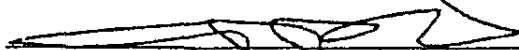
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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>
_____	_____	_____	<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

Lee F. Hager, Executive Vice President

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 SAID "SOUTHERN WINE & SPIRITS OF AMERICA, LLC", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "SOUTHERN GLAZER'S WINE AND SPIRITS, LLC" ON THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2016, AT 1:45 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF JULY, A.D. 2016.

FILED  
2016 JUL 1 AM 7:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



  
Jeffrey W. Bullock, Secretary of State

6080163 8320  
SR# 20164752450

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

Authentication: 202596736  
Date: 07-01-16