

M24000011074

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

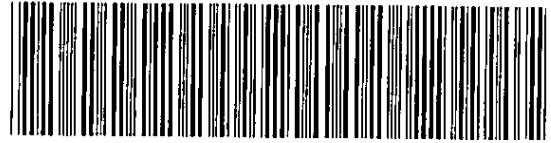
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

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APPROVED  
AND  
FILED  
2024 AUG 27 PM 6:22  
STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
2024 AUG 27 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AUG 27 2024

K. Brumbley



CSC - Tallahassee  
1201 Hays Street  
Tallahassee, FL 32301-2607  
850-558-1500, Ext: x62969

To: Department Of State, Division Of Corporations  
From: Amanda Miller  
Ext: x62969  
Date: 08/26/24  
Order #: 1603519-1  
Re: Tilray Alternative Beverages, LLC  
Processing Method: Routine

TO WHOM IT MAY CONCERN:

Enclosed please find:

Application for Certificate of Authority

Amount to be deducted from our State Account: \$125.00 - FL State Account Number:  
120000000195

Certificate of Good Standing from State of Incorporation

Please take the following action:

File in your office on basis

Issue Proof of Filing

A handwritten signature in black ink, appearing to read "Amanda Miller", is written diagonally across the right side of the page.

Special Instructions:

Thank you for your assistance in this matter. If there are any problems or questions with this filing, please call our office.

**COVER LETTER**

**TO: Registration Section  
Division of Corporations**

**SUBJECT: TILRAY ALTERNATIVE BEVERAGES, 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:

Allen Yee

\_\_\_\_\_  
Name of Person

Tilray Brands, Inc.

\_\_\_\_\_  
Firm/Company

445 Park Avenue, 4th Floor

\_\_\_\_\_  
Address

New York, NY 10022

\_\_\_\_\_  
City/State and Zip Code

legal@tilray.com

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

For further information concerning this matter, please call:

Allen Yee

470

637-3151

at (\_\_\_\_\_) \_\_\_\_\_

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Area Code

\_\_\_\_\_  
Daytime Telephone Number

**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

Enclosed is a check for the following amount:

Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

☐ \$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

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

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY  
COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. TILRAY ALTERNATIVE BEVERAGES, LLC

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

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "L.L.C.")

Delaware

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

3. (FEI number, if applicable)

4. (Date first transacted business in Florida, if prior to registration.)  
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

Tilray Wellness, LLC

5. (Street Address of Principal Office)

Tilray Wellness, LLC

6. (Mailing Address)

445 Park Avenue, 4th Floor

445 Park Avenue, 4th Floor

New York, NY 10022

New York, NY 10022

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee 32301  
(City) Florida (Zip code)

Registered agent's acceptance:

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 application, 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.

Corporation Service Company

2024 AUG 27 PM 6:22  
RECEIVED  
FEB 20 2024

8. For initial indexing purposes, list names, title or capacity and addresses of the primary members/managers or persons authorized to manage [up to six (6) total]:

<u>Title or Capacity:</u>	<u>Name and Address:</u>	<u>Title or Capacity:</u>	<u>Name and Address:</u>
<input type="checkbox"/> Manager	Name: <u>Allen Yee</u>	<input type="checkbox"/> Manager	Name: <u>Jared Simon</u>
<input type="checkbox"/> Member	Address: <u>195 Ottley Drive</u>	<input type="checkbox"/> Member	Address: <u>445 Park Avenue, 4th Flr</u>
<input checked="" type="checkbox"/> Authorized	<u>Atlanta, GA 30324</u>	<input checked="" type="checkbox"/> Authorized	<u>New York, NY 10022</u>
Person	_____	Person	_____
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____
<input type="checkbox"/> Manager	Name: <u>Sam Garfinkle</u>	<input type="checkbox"/> Manager	Name: _____
<input type="checkbox"/> Member	Address: <u>445 Park Avenue, 4th Flr</u>	<input type="checkbox"/> Member	Address: _____
<input checked="" type="checkbox"/> Authorized	<u>New York, NY 10022</u>	<input type="checkbox"/> Authorized	_____
Person	_____	Person	_____
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____
<input type="checkbox"/> Manager	Name: _____	<input type="checkbox"/> Manager	Name: _____
<input type="checkbox"/> Member	Address: _____	<input type="checkbox"/> Member	Address: _____
<input type="checkbox"/> Authorized	_____	<input type="checkbox"/> Authorized	_____
Person	_____	Person	_____
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____

Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

9. Attached is a 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. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

10. This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Allen W. Yee

Allen Yee  
\_\_\_\_\_  
Typed or printed name of signee

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TILRAY ALTERNATIVE BEVERAGES, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF AUGUST, A.D. 2024.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TILRAY ALTERNATIVE BEVERAGES, LLC" WAS FORMED ON THE TWENTIETH DAY OF AUGUST, A.D. 2024.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN ASSESSED TO DATE.



4776309 8300

SR# 20243515248

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

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 204243382

Date: 08-26-24