

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.

((H20000376497 3)))



H200003764973ABC5

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) 617-6380

From:

Account Name : GRAYROBINSON, P.A. - ORLANDO
Account Number : I20010000078
Phone : (407) 843-8880
Fax Number : (407) 244-5690

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

Email Address: Kevin.Levy@gray-robinson.com

COR AMND/RESTATE/CORRECT OR O/D RESIGN
ALCHEMIST DISTILLERIES INC

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

OCT

(((H20000376497 3)))

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
ALCHEMIST DISTILLERIES INC.**

The undersigned officer of ALCHEMIST DISTILLERIES INC. ("Corporation"), a Florida corporation organized and existing under the Florida Business Corporation Act ("Act"), hereby submits the following Amended and Restated Articles of Incorporation of the Corporation and certifies that:

1. The name of the Corporation is: ALCHEMIST DISTILLERIES INC.
2. The original Articles of Incorporation of the Corporation ("Articles of Incorporation") was filed with the Department of State of the State of Florida on July 7, 2011 under document number P11000062029.
3. This Amended and Restated Articles of Incorporation has been duly adopted in accordance with the provisions of the Act by all of the directors and shareholders of the Corporation.
4. The Articles of Incorporation of the Corporation are hereby amended and restated in full to read as follows:

ARTICLE I - NAME

The name of the corporation is ALCHEMIST DISTILLERIES INC. ("Corporation").

ARTICLE II - ADDRESS

The address of the corporation is 6468 NW 77th Court, Miami, Florida 33166.

ARTICLE III - EXISTENCE AND DURATION

The Corporation was incorporated on the date the Articles of Incorporation of the Corporation ("Articles of Incorporation") were filed with Department of State of the State of Florida. The duration of the Corporation shall be in perpetuity

ARTICLE IV - PURPOSES

This Corporation is incorporated to do any and all acts and things, and exercise any and all powers which now or hereafter are lawful for a for profit Corporation to do or exercise under and pursuant to the laws of the State of Florida.

ARTICLE V - POWERS

The Corporation shall have all the powers granted to for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is incorporated. Subject to any applicable limitations, the Corporation shall have the power to receive, accept, use, hold, manage, and dispose of all types of real and personal property given, transferred, devised, or bequeathed to it, in trust or otherwise, for the purposes described above and for any purposes incidental thereto.

ARTICLE VI - COMMON STOCK

The Corporation is authorized to issue up to 1,000 shares of common stock.

(((H20000376497 3)))

(((H20000376497 3)))

ARTICLE VII - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a board of directors ("Board of Directors"). The number of persons constituting the Board of Directors shall be three (3); *provided, however*, that the number of directors may expand as provided for in the Bylaws of the Corporation ("Bylaws"), but shall never be less than three (3). The Directors are:

Dieuveny Jean Louis
Jean Mallebranche
David Garreston

ARTICLE VIII - OFFICERS

The affairs of the Corporation shall be managed on a day-to-day basis by officers appointed by a majority vote of the Board of Directors. The officers of the Corporation shall consist of a CEO, president, treasurer (also referred to as a CFO) and secretary. Such other officers and assistant officers and agents (including but not limited to assistant secretaries and assistant treasurers) as may be deemed necessary may be appointed by the Board of Directors from time to time.

ARTICLE IX - BYLAWS

The Bylaws shall be approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Board of Directors at the annual meeting of the Board or at a duly called meeting of the Board in accordance with the Bylaws.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any director or officer of the Corporation who was, is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative ("Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, limited liability company, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such director or officer. Notwithstanding the preceding sentence, except for claims for indemnification (following the final disposition of such Proceeding) or advancement of expenses not paid in full, the Corporation shall be required to indemnify a director or officer in connection with a Proceeding (or part thereof) commenced by such director or officer only if the commencement of such Proceeding (or part thereof) by such director or officer was authorized in the specific case by the Board of Directors. Any amendment, repeal or modification of this Article X shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE XI - REGISTERED OFFICE AND AGENT

The name of the registered agent is Toast Distillers, Inc., and the street address of the registered agent office is 6468 NW 77th Court, Miami, Florida 33166.

ARTICLE XII - AMENDMENTS TO THE ARTICLES OF INCORPORATION

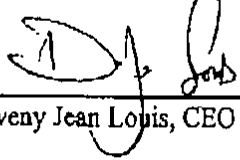
The Articles of Incorporation may be amended in the manner provided by law.

(((H20000376497 3)))

(((H20000376497 3)))

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 22nd day of October, 2020.

ALCHEMIST DISTILLERIES INC.

By: 
Dieuveny Jean Louis, CEO and president

(((H20000376497 3)))

(((H20000376497 3)))

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

The undersigned, having been named as Registered Agent to accept service of process for Alchemist Distilleries Inc. ("Corporation") at the place designated in the foregoing Articles of Incorporation, hereby accepts this appointment as such Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as the Registered Agent for the Corporation. The undersigned further certifies that the undersigned is familiar with and accepts the obligations of such position as Registered Agent.

Toast Distillers Inc.

By: 

Jean Malbranche

Title: 

Date: October 22, 2020

(((H20000376497 3)))