

P15000073239

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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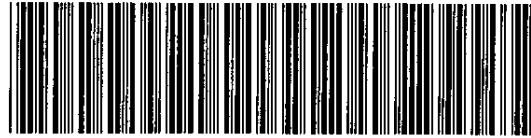
(Business Entity Name)

(Document Number)

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

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# Norton ■ Hammersley

Norton, Hammersley, Lopez & Skokos, P.A.

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**John M. Compton**  
Also licensed in Alabama

**Philip N. Hammersley**  
Certified Circuit  
Court Mediator

**Erik M. Hanson**

**Eric R. Hoonhout**

**Michael P. Infanti**

**Darren R. Inverso**

**E. John Lopez**  
Board-Certified Wills,  
Trusts & Estates  
Board-Certified Taxation

**J. Derrick Maginness**

**Sam D. Norton**  
Board-Certified  
Real Estate

**Peter Z. Skokos**

**Daniel L. Tullidge**

August 27, 2015

New Filing Section  
Division of Corporation  
Clifton Building  
2661 Executive Center  
Tallahassee, FL 32301

RE: Beer Frost, LLC conversion to Beer Frost, Inc.

Dear Sir or Madam:

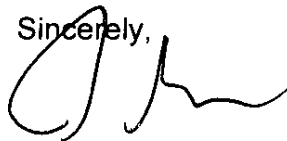
Enclosed is the original Certificate of Conversion from Beer Frost, LLC to Beer Frost, Inc., the Articles of Incorporation for Beer Frost, Inc. and our firm's check in the amount of \$105.00 for the filing fees.

Finally, attached is Consent to Name Change. Please note that our client's originally filed Beer Frost, Inc. and converted it to Beer Frost, LLC. Due to business circumstances they are converting Beer Frost, LLC back to Beer Frost, Inc. Please accept the Consent to Name Change as all three Beer Frost entities belong to our client.

We have also enclosed a prepaid Federal Express envelope for your convenience in returning the conversion documents once they are processed.

We thank you in advance for your cooperation with this matter. Thank you!

Sincerely,



John M. Compton  
Email: [jcompton@nhslaw.com](mailto:jcompton@nhslaw.com)

Enclosures

## CERTIFICATE OF CONVERSION

FOR

"BEER FROST, LLC"

INTO


"BEER FROST, INC."

This Certificate of Conversion and **attached** Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida corporation in accordance with F.S. § 605.1041, et seq.


1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: BEER FROST, LLC (the "Converting Entity").
2. The "Converting Entity" is a Florida limited liability company first formed under the laws of the state of Florida on May 8, 2015, Document No. L15000085130, and the jurisdiction has not changed.
3. The Converting Entity has been converted into a Florida corporation in compliance with Chapter 607 and Chapter 605, Florida Statutes.
4. The name of the Florida corporation as set forth in the **attached** Articles of Incorporation is: BEER FROST, INC. (the "Converted Entity").
5. A Plan of Conversion for the Converting Entity was duly authorized and approved in accordance with Chapter 607 and Chapter 605, Florida Statutes.
6. The conversion was approved as required by the governing law of the Converted Entity.
7. The effective date of Conversion to a Florida corporation is the date this Certificate of Conversion and the **attached** Articles of Incorporation of the Converted Entity are filed with the Florida Department of State.

In witness whereof the undersigned Manager has executed this Certificate of Conversion on August 27, 2015, and affirms that the facts stated in this document are true.

BEER FROST, LLC,  
a Florida limited liability company

By:   
JOHN M. COMPTON  
As its: ~~Authorized Representative~~

In witness whereof the undersigned President has executed this Certificate of Conversion on August 27, 2015, and affirms that the facts stated in this document are true.

  
JOHN M. COMPTON,  
*Incorporator*

**ARTICLES OF INCORPORATION**  
**OF**  
**BEER FROST, INC.**

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

BEER FROST, INC.

ARTICLE II - TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of filing of these Articles with the Department of State, and the Corporation shall have perpetual existence thereafter.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - POWERS

The Corporation shall have power:

(a) To purchase, sell, lease, let, demise, develop and/or subdivide all real or personal property wheresoever situated.

(b) To purchase and sell for itself and for others, personal property, stocks, bonds and notes, to negotiate loans thereon for

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others; to act as trustee in deeds of trust or mortgages on real or personal property or any evidence of value to secure the same.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments as are necessary to secure the payment of corporate indebtedness.

(d) To purchase the corporate assets of any other corporation, and engage in the same or other character of business.

(e) To loan the monies of the Corporation and to take back mortgages as security therefor on both real and personal property.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while the owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To act as nominee or agent for the purpose of land acquisition, development, sales and financing.

(h) To act as a general partner in general or limited partnerships which will engage in activities contemplated by this Article and to perform all services necessary or desirable in connection therewith, and to act as nominee for the purpose of acquiring, financing and transferring real and personal property.

(i) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

(j) To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE V - CAPITAL STOCK

The shares of stock of this Corporation shall consist of two classes: common and preferred. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share, and 1,000 shares of preferred stock having a par value of \$1.00 per share. All stock, when issued, shall be fully paid and non-assessable.

#### ARTICLE VI - PRINCIPAL ADDRESS

The mailing address of this Corporation shall be 6416 Parkland Drive, Sarasota, Florida 34243.

#### ARTICLE VII - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 1819 Main Street, Suite 610, Sarasota, Florida 34236, and the registered agent at such office is JOHN M. COMPTON.

#### ARTICLE VIII - AMENDMENT

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

ARTICLE IX - INCORPORATOR


The name and address of the incorporator to these articles of incorporation are:

John M. Compton  
1819 Main Street, Suite 610  
Sarasota, Florida 34236

ARTICLE X- INDEMNIFICATION

The corporation shall indemnify any director or officer or any former director or officer to the full extent permitted by law.


The undersigned has executed these Articles on August 27, 2015.

  
\_\_\_\_\_  
JOHN M. COMPTON  
"INCORPORATOR"

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as registered agent and to accept service of process at the place designated in the Articles, 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.

DATE: August 27, 2015

  
\_\_\_\_\_  
JOHN M. COMPTON



CONSENT TO NAME

The undersigned, DAVID CHISM, a Member and Manger of BEER FROST, LLC, and President of the former corporation BEER FROST, INC. (Document # P15000023134) hereby acknowledges and consents to the use of the name of BEER FROST, INC., in connection with the conversion of BEER FROST, LLC into a corporation, filed on even date herewith.

Dated: 8/27/15, 2015.

BEER FROST, LLC,  
a Florida limited liability  
company

By: David Chism

DAVID CHISM

As its: Manager

BEER FROST, INC., a Florida  
corporation

David Chism

DAVID CHISM,  
President