

Florida Department of State
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TALLAHASSEE, FLORIDA

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

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**FLORIDA PROFIT/NON PROFIT CORPORATION
STILLWATER WINE & SPIRITS CORP.**

Certificate of Status	0
Certified Copy	1
Page Count	07
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MAY 03 2016

T. SCOTT

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**ARTICLES OF INCORPORATION
STILLWATER WINE & SPIRITS CORP.**
[In compliance with Chapter 697 and/or Chapter 62], Fla.Stats. (Profit)]

PREAMBLE

I, the undersigned, do hereby associate myself under the following Articles, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be:

STILLWATER WINE & SPIRITS CORP.

ARTICLE II

PRINCIPAL OFFICE

The principal street address, and the mailing address for the corporation, shall be:

% EDELSTEIN LAW FIRM
1200 Anastasia Avenue - Suite 410
Coral Gables, Florida 33134, U.S.A..

ARTICLE III

GENERAL NATURE OF THE BUSINESS

The general nature of the business to be transacted by this Corporation is:

1. To engage in the business of the purchase and sale of wines and spirits;
2. To provide managements services for businesses engage in the importation and distribution of wines and spirits; and
3. To engage in or transact any and all lawful activities or business that are permitted under the laws of the United States; the State of Florida or any other state, country, territory or nation.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION of
STILLWATER WINE & SPIRITS CORP.

ARTICLE IV

CORPORATE POWERS

This Corporation shall have all powers now and hereafter granted corporations for profit under the laws of the State of Florida, including the Emergency Powers included in §607.0303, *Florida Statutes*.

ARTICLE V

CAPITAL STOCK

1. This Corporation shall be authorized to have outstanding at any time a maximum of 1,000 shares of stock of the par value of \$1.00.

2. Shares of stock may be issued in consideration of the payment of the entire purchase price or only part of the purchase price, as may be determined by the Board of Directors which payment may be made in cash, property, or in services. Shares issued in consideration of the payment of only part of the purchase price:

(A) Shall be subject to calls thereon, in amounts and at such times as the Board of Directors may determine until the whole thereof shall have been paid; and

(B) Shall participate in dividends upon the basis of the amount actually paid on the respective shares; and

(C) Certificates issued therefor shall bear endorsement as to the actual amount paid thereon.

3. No stock in this Corporation shall be sold or transferred other than by operation of law, unless and until the record owner thereof shall have given written notice, by certified mail, to the Corporation at its principal office, setting forth a desire to sell such stock, together with the price, terms and conditions upon which said stock shall be offered for sale. The Corporation, if it elects, or its stockholders, if it shall not elect, shall have an exclusive right to purchase said stock at the price and upon the terms and conditions set forth in said notice at any time within thirty (30) days of the corporation's receipt thereof. Upon failure of the Corporation or its stockholders to exercise such rights within such thirty (30) day period, said stock may be offered for sale to others, but only at the price and upon the terms and conditions stated in said notice.

**ARTICLES OF INCORPORATION of
STILLWATER WINE & SPIRITS CORP.**

4. Anything to the contrary notwithstanding, the original subscribers hereto shall, prior to the issue of certificates therefor, have the right to assign their stock subscriptions without regard to the limitations on stock transfers contained in Section 3 above.

ARTICLE VI

REQUIRED CAPITAL

This Corporation shall begin business with a capital of not less than Five Hundred (\$500.00) U.S. Dollars

ARTICLE VII

TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

1. The business of this Corporation shall be conducted by a Board of Directors consisting of two (2) or more Directors, who shall be elected in accordance with the By-Laws.

2. Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

3. The name and street address of the members of the first Board of Directors of this Corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

NAME

ADDRESS

HUBERT SURVILLE

1441 Stillwater Drive
Miami Beach, Florida 33141

**ARTICLES OF INCORPORATION of
STILLWATER WINE & SPIRITS CORP.**

STEVEN A. EDELSTEIN

2720 Country Club Prado
Coral Gables, Florida 33134

ARTICLE IX

OFFICERS

1. The Officers of the Corporation shall consist of a President, Vice-President, Secretary, and Treasurer. Each of these Officers shall be elected by the Directors (and may be removed by the Directors), at such time and in such manner as may be prescribed by the Bylaws.

2. The names and addresses of the initial President and Secretary of the Corporation, who shall hold office for the first year of its existence, or until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
HUBERT SURVILLE	1441 Stillwater Drive Miami Beach, Florida 33141	PRESIDENT
STEVEN A. EDELSTEIN	2720 Country Club Prado Coral Gables, Florida 33134	SECRETARY

ARTICLE X

STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That STILLWATER WINE & SPIRITS CORP., desiring to organize under the laws of the State of Florida has designated its initial registered office as % EDELSTEIN LAW FIRM, 1200 Anastasia Avenue - Suite 410, Coral Gables, FL 33134, and has named STEVEN A. EDELSTEIN, ESQUIRE as its initial Registered Agent, who is located at such address.

**ARTICLES OF INCORPORATION of
STILLWATER WINE & SPIRITS CORP.**

ARTICLE XI

INCORPORATOR/SUBSCRIBER

The name and address of the Incorporator/Subscriber is:

NAME

ADDRESS

STEVEN A. EDELSTEIN

EDELSTEIN LAW FIRM
1200 Anastasia Avenue - Suite 410
Coral Gables, FL 33134

ARTICLE XII

SCOPE OF THE ARTICLES

The provisions of these Articles, and amendments thereto, and each and every Article and Section thereof, and the provisions of the By-Laws and amendments thereof, shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association, and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this Corporation.

ARTICLE XIII

COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the provisions of §607.0203, *Florida Statutes*, the effective date of incorporation is specified to be the 1st day of May 2017, so long as these Articles are filed with the Secretary of State within five (5) business days of this date.

WITNESS my hand and seal this 1st day of May 2017.




STEVEN A. EDELSTEIN, Incorporator/Subscriber

ARTICLES OF INCORPORATION of
STILLWATER WINE & SPIRITS CORP.

STATE OF FLORIDA :
: SS
COUNTY OF MIAMI-DADE :

BEFORE ME, the undersigned authority, personally appeared STEVEN A. EDELSTEIN, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, in said County and State, this 1st day of May 2017.


NOTARY PUBLIC, State of Florida at Large

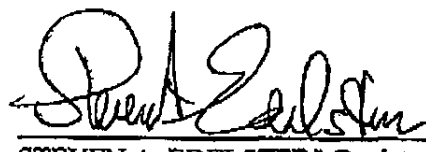
My commission expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named as registered agent to accept Service of Process for the above stated corporation at the place designated in Article X of the Articles of Incorporation, to which this Acknowledgment is attached, I hereby acknowledge that I am familiar with and accept the obligations of that position, and agree to act in this capacity.

Date: 1 May 2017

 (SEAL)
STEVEN A. EDELSTEIN, Registered Agent