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17 JUN 30 AM 11 29

FILED  
17 JUN 29 PM 4:23  
AT AMSTERDAM, FLORIDA

M. MONSON  
JUN 29 2017

T. BURCH  
JUL 8 2017

147-54505



COGENCYGLOBAL

115 N CALHOUN ST., STE. 4  
TALLAHASSEE, FL 32301  
866.625.0838  
COGENCYGLOBAL.COM

Date: JUNE 27, 2017

Account#: 120000000088

Name: MICHELLE WALKER

Reference #: T010721

Entity Name: WYNWOOD BREWING COMPANY LLC

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☒ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other \_\_\_\_\_

\*\*\*PLEASE RETURN A COPY OF THIS COVER SHEET WITH FILED EVIDENCE\*\*\*

Authorized Amount: ~~\$100~~ \$105

\*\*Please call Michelle at 518-213-0737 if authorized amount is not enough. Thanks!!

Signature: Michelle Walker

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 30, 2017

COGENCY GLOBAL

SUBJECT: WYNWOOD BREWING COMPANY INC.  
Ref. Number: W17000054505

We have received your document for WYNWOOD BREWING COMPANY INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(10), Florida Statutes, the entity must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the conversion is submitted for filing.

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 call (850) 245-6052.

Matthew T Moon  
Regulatory Specialist II

Letter Number: 717A00013320

**ARTICLES OF CONVERSION  
FROM A FLORIDA LIMITED LIABILITY COMPANY  
TO A FLORIDA CORPORATION**

(Pursuant to Section 605.1045 of the Florida Revised Limited Liability Company Act  
and Section 607.1112 of the Florida Business Corporation Act)

FILED  
17 JUN 29 PM 4:23  
CLERK OF DISTRICT COURT  
ALABAMA

The Articles of Conversion, and the attached Articles of Incorporation, are submitted to convert a Florida limited liability company (the "*Company*") to a Florida corporation (the "*Corporation*") under the Florida Revised Limited Liability Company Act (the "*LLC Act*") and the Florida Business Corporation Act (the "*Corp. Act*" and the LLC Act collectively referred as, the "*Acts*"), in accordance, the undersigned, hereby certifies:

**FIRST:** The name of the Company immediately prior to filing these Articles of Conversion is Wynwood Brewing Company LLC.

**SECOND:** Wynwood Brewing Company LLC is a limited liability company formed under the laws of Florida on February 14, 2011.

**THIRD:** The name of the Corporation, as set forth in the attached Articles of Incorporation, is Wynwood Brewing Company Inc.

**FOURTH:** The effective date of the conversion is upon filing of the Articles of Conversion and the Articles of Incorporation with the Florida Department of State, Division of Corporations.

**FIFTH:** The Plan of Conversion has been approved in accordance with all applicable provisions of the Acts.

**SIXTH:** Wynwood Brewing Company Inc. has agreed to pay any members having appraisal rights the amount to which such members are entitled under section 607.1301-607.1323 of the Corp. Act.

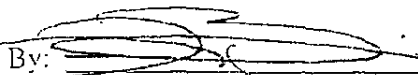
IN WITNESS WHEREOF, the undersigned, as authorized representative within the meaning of the Acts, executed the Articles of Conversion effective as of \_\_\_\_\_

Authorized Representative of the  
Company  
WYNWOOD BREWING COMPANY  
LLC:

By: 

Name: Luis G. Brignoni  
Title: Manager

Authorized Representative of the  
Corporation:  
WYNWOOD BREWING COMPANY  
INC.:

By: 

Name: Luis G. Brignoni  
Title: Authorized Representative

**Articles of Incorporation**

See attached.

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**ARTICLES OF INCORPORATION  
OF  
WYNWOOD BREWING COMPANY INC.**

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The undersigned shareholder and authorized representative (the "**Authorized Representative**") signs these Articles of Organization and forms a corporation (the "**Corporation**") under the Florida Business Corporation Act (the "**Act**"), as follows:

**ARTICLE I – NAME**

The name of the corporation is:

WYNWOOD BREWING COMPANY INC.

**ARTICLE II – PRINCIPLE OFFICE**

The corporation's principle office shall initially be located at

565 NW 24<sup>th</sup> Street  
Miami, FL, 33127

The corporation's mailing address shall, initially, be located at the same address.

**ARTICLE III – INITIAL REGISTERED AGENT AND OFFICE**

The name and the Florida street address of the initial registered agent of the Company are:

Cogency Global Inc.  
115 North Calhoun Street, Suite 4  
Tallahassee, FL 32301 (Leon County)

**ARTICLE IV – CORPORATE EXISTENCE**

The existence of this corporation shall commence on the day of filing these Articles of Incorporation. The duration of the corporation shall be perpetual.

**ARTICLE V – PURPOSE**

The name of the business and the objects and purposes to be transacted, promoted or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the State of Florida. Additionally, the corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

## **ARTICLE VI – CAPITAL STOCK**

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

| <b><u>Number of Shares Authorized</u></b> | <b><u>Par Value Per Share</u></b> | <b><u>Class of Stock</u></b> |
|---|-----------------------------------|------------------------------|
| 100                                       | \$0.01                            | Common                       |

## **ARTICLE VII – OFFICERS**

The initial officers of the Corporation shall be:

| <b><u>Name of Officer</u></b> | <b><u>Title</u></b>                                   |
|-------------------------------|---|
| Luis G. Brignoni              | Chief Executive Officer and Authorized Representative |
| Luis C. Brignoni              | President and Authorized Representative               |

## **ARTICLE VIII – INCORPORATOR**

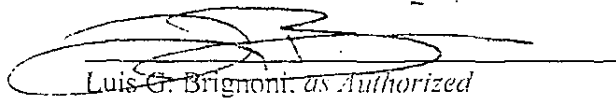
The name of the incorporator executing these Articles of Incorporation is:

| <b><u>Incorporator</u></b>                | <b><u>Address</u></b>                |
|---|--------------------------------------|
| Luis G. Brignoni, Chief Executive Officer | 565 NW 24th Street, Miami, FL, 33127 |

**[Signatures appear on the following page]**

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of 29 2017.

Incorporator:

  
Luis G. Brignoni, as Authorized  
Representative of Wynwood Brewing  
Company Inc.

**ACCEPTANCE BY REGISTERED AGENT**

Pursuant to Article III of the Articles of Incorporation of Wynwood Brewing Company Inc. (the "***Corporation***"), the Corporation appointed the initial registered office/registered agent in the State of Florida as follows.

1. The name of the Company is:

Wynwood Brewing Company Inc.

2. The name and address of the registered agent and office of the Company are:

Cogency Global Inc.  
115 North Calhoun Street, Suite 4  
Tallahassee, FL 32301 (Leon County)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 as provided for in Chapter 607 of the Florida Statutes.

Signature: \_\_\_\_\_

*Michelle Walker*  
*Assistant Secretary*

Dated: 29, 2017