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(Requestor's Name)

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(City/State/Zip/Phone #)



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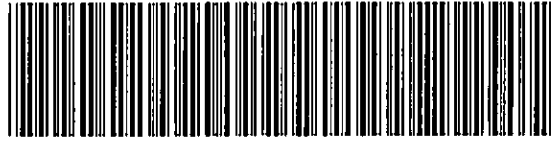
(Business Entity Name)

(Document Number)

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

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18 JUN 28 AM 10:03  
SEATTLE, WA

**Certificate of Conversion**  
For  
"Other Business Entity"  
Into  
Florida Profit Corporation

This *Certificate of Conversion* and the attached *Articles of Incorporation* are submitted to convert the following "Other Business Entity" into a Florida Profit Corporation in accordance with Sections 605.1041 and 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

**LIQUOR LOFT LLC**

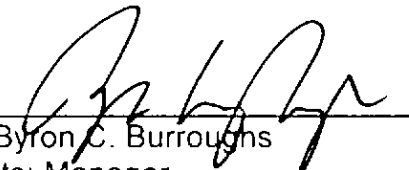
2. The "Other Business Entity" is a limited liability company, was organized as a limited liability company under the laws of the State of Florida on January 8, 2007, and has continually existed as a Florida limited liability company.
3. The name of the Florida Profit Corporation as set forth in the attached *Articles of Incorporation* is:

**PROOF BREWING CO.**

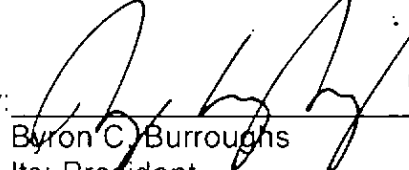
4. The person signing this *Certificate of Conversion* hereby certifies that this *Certificate of Conversion*, the attached *Articles of Incorporation*, and a *Plan of Conversion* have been approved by the Members of **Liquor Loft LLC** who will hereafter be the Shareholders of **Proof Brewing Co.**
5. Under the *Plan of Conversion*, the Members of **Liquor Loft LLC** will be the Shareholders of **Proof Brewing Co.** and their respective percentage of ownership will be and remain the same before and after the conversion.
6. The effective date for the conversion from **Liquor Loft LLC**, a Florida limited liability company, to **Proof Brewing Co.**, a Florida profit corporation, is **July 1, 2018**.

Signed this 27<sup>th</sup> day of June, 2018.

**Liquor Loft LLC**,  
a Florida limited liability company

By:   
Byron C. Burroughs  
Its: Manager

**Proof Brewing Co.**,  
a Florida Profit Corporation

By:   
Byron C. Burroughs  
Its: President

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**ARTICLES OF INCORPORATION  
OF  
PROOF BREWING CO.**

The undersigned Incorporator, for the purpose of forming a corporation under the *Florida Business Corporation Act*, hereby adopts the following *Articles of Incorporation*.

**ARTICLE I: Name**

The name of the corporation shall be *PROOF BREWING CO.*

**ARTICLE II: Principal Office**

The principal place of business and mailing address of this corporation shall be:

644 McDonnell Drive  
Tallahassee, Florida 32310

**ARTICLE III: Purpose**

The purpose for which the corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida and to engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE IV: Shares and Capital Stock**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE V: Initial Officers and Directors**

The initial Officers and Directors of the corporation and their respective mailing addresses are:

Byron C. Burroughs  
3114 Lakeshore Drive  
Tallahassee, Florida 32312

President and Director

Angela J. Burroughs  
3114 Lakeshore Drive  
Tallahassee, Florida 32312

Vice-President, Treasurer, and Director

John E. Hennessey, Jr.  
24220 Kings Valley Road  
Damascus, Maryland 20872

Secretary and Director

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TALLAHASSEE, FLORIDA

F. Edward Ward  
1305 Barnard Street, Unit 49  
Savannah, Georgia 31401

Director

**ARTICLE VI: Initial Registered Agent and Address**

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

Byron C. Burroughs  
3114 Lakeshore Drive  
Tallahassee, Florida 32312

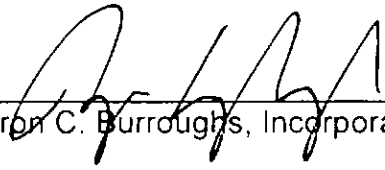
**ARTICLE VII: Incorporator**

The name and street address of the Incorporator to these *Articles of Incorporation* are:

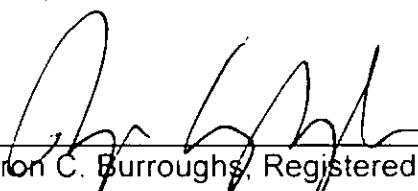
Byron C. Burroughs  
3114 Lakeshore Drive  
Tallahassee, Florida 32312

The undersigned Incorporator has executed these *Articles of Incorporation* this 27<sup>th</sup> day of June, 2018, to be effective on July 1, 2018.

**I SUBMIT THIS DOCUMENT AND AFFIRM THAT THE FACT STATED HEREIN ARE TRUE. I AM AWARE THAT ANY FALSE INFORMATION SUBMITTED IN A DOCUMENT TO THE FLORIDA DEPARTMENT OF STATE CONSTITUTES A THIRD DEGREE FELONY AS PROVIDED IN SECTION 817.155, FLORIDA STATUTES.**

  
\_\_\_\_\_  
Byron C. Burroughs, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the above *Articles of Incorporation*, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

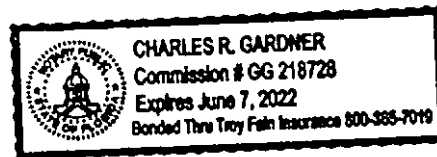
  
\_\_\_\_\_  
Byron C. Burroughs, Registered Agent

STATE OF FLORIDA,  
COUNTY OF LEON.

BEFORE ME, the undersigned authority, personally appeared **Byron C. Burroughs** who, first being duly sworn by me, and to me well known to be the individual described in the foregoing *Articles of Incorporation*, acknowledged to and before me that he executed the same for the purposes expressed therein.

WITNESS my hand and official seal on this 27<sup>th</sup> day of June, 2018.

\_\_\_\_\_  
NOTARY PUBLIC  
My Commission Expires:



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18 JUN 28 AM 10:09  
Sec. of State  
TALLAHASSEE, FL