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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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(Business Entity Name)

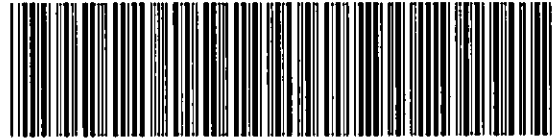
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2020 FEB -4 AM 1:33

FILED

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ATTORNEYS AT LAW

Dean, Mead, Minton & Zwemer
1903 South 25th Street, Suite 200
P.O. Box 2757 (ZIP 34954)
Fort Pierce, FL 34947

(772) 464-7700
(772) 464-7877 Fax
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Attorneys and Counselors at Law
Orlando
Fort Pierce
Tallahassee
Viera/Melbourne

LINDY BRIGLIA
772-464-7700 x. 6711
LBriglia@deanmead.com

January 30, 2020

VIA HAND DELIVERY

New Filing Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

2020 JAN 30 PM 12:51

Re: Conversion of Sailfish Brewing Company, LLC (Document No. L16000067588)

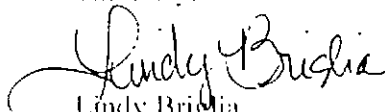
Dear Sir/Madam:

Enclosed for expedited filing are the following documents:

1. Cover Letter;
2. Articles of Conversion;
3. Articles of Incorporation;
4. Authorization Letter to Use Same Name; and
5. Check No. 1406 in the amount of \$122.50 representing filing fees, certified copy and certificate of status.

Please process this package as soon as possible and return it to the runner. Call me with any questions or concerns. Thank you.

Sincerely,


Lindy Briglia
Paralegal

LB:lb

cc: Dennis G. Corrick, Esq.
Bradley R. Gould, Esq.

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: **SAILFISH BREWING COMPANY, INC.**

Name of Resulting Florida Profit Corporation

The enclosed Articles of Conversion, Articles of Incorporation, and fees are submitted to convert the following eligible entity into a "Florida Profit Corporation" in accordance with ss. 607.11933 & 607.0202, F.S.

Please return all correspondence concerning this matter to:

Lindy Briglia

Contact Person

Dean, Mead, Minton & Zwemer

Firm/Company

1903 S. 25th Street, Suite 200

Address

Fort Pierce, FL 34947

City, State and Zip Code

Dave@Sailfishbrewingco.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lindy Briglia at (**772**) **464-7700**

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- ☐ \$105.00 Filing Fees ☐ \$113.75 Filing Fees and Certificate of Status ☐ \$113.75 Filing Fees and Certified Copy ☒ \$122.50 Filing Fees, Certified Copy, and Certificate of Status

Mailing Address:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

New Filing Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

SAILFISH BREWING COMPANY, LLC
130 N. Second Street
Fort Pierce, Florida 34950

January 25, 2020

Division of Corporations
Attn: Registration Section
P.O. Box 6327
Tallahassee, FL 32314

Re: Sailfish Brewing Company, LLC, a Florida limited liability company
Existing Entity Document No. L16000067588
Conversion and Consent to Use of Name by Sailfish Brewing Company, Inc., a
Florida corporation

Dear Sir/Madam:

Sailfish Brewing Company, LLC, a Florida limited liability company, Document No. L16000067588, formerly Sailfish Brewing Company, Inc., a Florida corporation, Document No. P12000031498, contemporaneously with the delivery of this letter, is filing Articles of Conversion as a Florida LLC converting to a Florida corporation. As part of that conversion, Articles of Incorporation for "Sailfish Brewing Company, Inc." are simultaneously being filed with the Division of Corporations.

Please accept this letter as written consent, pursuant to Florida Statutes Section 607.0401(2), for the use of the name "Sailfish Brewing Company, Inc." and allow the Articles of Incorporation for "Sailfish Brewing Company, Inc." to be accepted by the Florida Department of State upon filing.

For the Company,



David B. BuShea, Jr., Manager of
Sailfish Brewing Company, LLC

ARTICLES OF CONVERSION
FOR
SAILFISH BREWING COMPANY, LLC
INTO
SAILFISH BREWING COMPANY, INC.

The Articles of Conversion and attached Articles of Incorporation are submitted to convert Sailfish Brewing Company, LLC, a Florida limited liability company (the "**Converting Entity**") into Sailfish Brewing Company, Inc., a Florida corporation (the "**Converted Entity**") in accordance with § 607.11933 and § 605.1045, Florida Statutes.

ARTICLE I - CONVERTING ENTITY

The name of the Converting Entity immediately prior to the filing of the Articles of Conversion is: Sailfish Brewing Company, LLC, a Florida limited liability company, Florida Document No. L16000067588. Sailfish Brewing Company, LLC was first organized, under the laws of Florida on April 7, 2016.

ARTICLE II - CONVERTED ENTITY

The name of the Florida corporation as set forth in the attached Articles of Incorporation is Sailfish Brewing Company, Inc.

ARTICLE III - PLAN OF CONVERSION

The plan of conversion has been approved in accordance with all applicable statutes, including § 605-1041-605.1046, Florida Statutes, and by each member of the Converting Entity who as a result of the conversion will have interest holder liability under § 605.1043(1)(b) and whose approval is required.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV - APPRAISAL RIGHTS

The Converting Entity has agreed to pay any members having appraisal rights the amount to which such members are entitled under § 605.1006 and §§ 605.1061 through 605.1072, Florida Statutes.

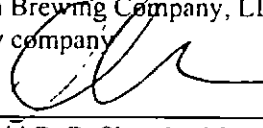
ARTICLE V - EFFECTIVE DATE

The effective date of these Articles of Conversion shall be the date of filing of these Articles of Conversion with the Florida Department of State.

Signed this 26 day of February, 2020.


CONVERTING ENTITY:

Sailfish Brewing Company, LLC, a Florida limited liability company

By: 
David B. BuShea Jr., Manager

CONVERTED ENTITY:

Sailfish Brewing Company, Inc., a Florida corporation

By: 
David B. BuShea Jr., President

ARTICLES OF INCORPORATION
OF
SAILFISH BREWING COMPANY, INC.

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be Sailfish Brewing Company, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office location and the mailing address of this Corporation shall be 130 N. Second Street, Ft. Pierce, Florida 34950.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred Forty-Six Million, Three Hundred Seventy-Three Thousand, Three Hundred Ten (146,373,310) shares of common stock having a par value of Five Cents (\$0.05) per share.

**ARTICLE IV - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be 130 N. Second Street, Ft. Pierce, Florida 34950. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial

registered agent of this Corporation at that address is David B. BuShea, Jr. The Board of Directors may from time to time designate a new registered agent.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation are:

David B. BuShea, Jr.	130 N. Second Street Ft. Pierce, Florida 34950
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ARTICLE VI - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be three (3).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

Maximilian Thyssen	130 N. Second Street Ft. Pierce, Florida 34950
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Hans Kraaz	130 N. Second Street Ft. Pierce, Florida 34950
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Nick Bischoff	130 N. Second Street Ft. Pierce, Florida 34950
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ARTICLE VII - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation.

ARTICLE X - CUMULATIVE VOTING

At any election of directors, every shareholder entitled to vote at such election shall have the right to cumulate his or her votes by casting for one candidate the number of votes equal to the product of the number of directors to be elected at such election multiplied by the number of shares owned by such shareholder, or by allocating such votes among two or more candidates.

ARTICLE XI - PRE-EMPTIVE RIGHTS

The Corporation elects to have preemptive rights, and every shareholder of this Corporation shall have pre-emptive rights as provided in Section 607.0630 of the Florida Statutes.


ARTICLE XII - STOCK RESTRICTION AGREEMENTS

Agreements among this Corporation's shareholders or between this Corporation and its shareholders may include the following as valid matters of contract: (1) reasonable restrictions upon the transferability or assignment of the shares of stock of this Corporation; (2) obligations, or first refusal rights, to redeem or purchase shares of stock of this Corporation prior to a transfer or assignment of such shares; and (3) the manner in which the shareholders of this Corporation will vote their shares of stock of this Corporation; provided, however, that such agreements shall be made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida

Statutes. The Board of Directors is specifically authorized to approve agreements between this Corporation and its shareholders made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. Copies of any stock restriction agreement between this Corporation and its shareholders shall be maintained at the principal office of this Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation this 28 day of August, 2020.

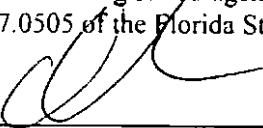
Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.



David B. BuShea Jr.

STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.



David B. BuShea Jr.

Date: August 28, 2020