

P23000016913

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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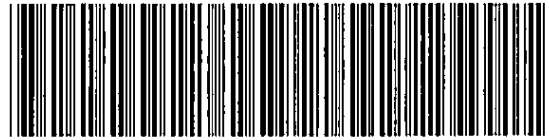
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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S CHATHAM
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TALLAHASSEE, FL



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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ALLAHASSEE, FLOR

March 2, 2023

CAPITAL CONNECTION, INC.

SUBJECT: VIP HARD SELTZER INC.
Ref. Number: W23000027128

We have received your document for VIP HARD SELTZER INC.. However, the document has not been filed and is being returned for the following:

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(10), s.607.1622(9) and/or 607.1622(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.

If you have any further questions concerning your document, please call (850) 245-6000.

Summer Chatham
Regulatory Specialist III
Director's Office

Letter Number: 023A00004952

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

VIP HARD SELTZER INC

Please Debit 120000000257 For: 105

Thank you Seth Neeley



Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

114 Pender's Printing - Tallahassee, FL 32301

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

Articles of Conversion
For
Converting Eligible Entity
Into
Florida Profit Corporation

The Articles of Conversion **and attached Articles of Incorporation** are submitted to convert the following eligible business entity into a Florida Profit Corporation in accordance with ss. 607.11933 & 607.0202, Florida Statutes.

1. The name of the Converting Entity immediately prior to the filing of the Articles of Conversion is:

VIP Hard Seltzer LLC

Enter Name of the Converting Entity

2. The converting entity is a limited liability company

(Enter entity type. Example: limited liability company, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida

(Enter state, or if a non-U.S. entity, the name of the country)

on 07/18/2022

Enter date "Converting Entity" was first organized, formed or incorporated.

3. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

VIP Hard Seltzer, Inc.

Enter Name of Florida Profit Corporation

4. This conversion was approved by the eligible converting entity in accordance with this chapter and the laws of its current/organic jurisdiction.

5. If not effective on the date of filing, enter the effective date: _____.

(The effective date: Cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Signed this 27 day of February, 2023

Required Signature for Florida Profit Corporation:

Signature of Director, Officer, or, if Directors or Officers have not been selected, an incorporator:

Nicholas A. Martins

Printed Name: Nicholas A. Martins Title: Vice President

Required Signature(s) on behalf of Converting Florida partnerships, limited partnerships, and limited liability companies: [See below for required signature(s).]

Signature: _____

Printed Name: Nicholas A. Martins Title: Authorized Member

Signature: Nicholas A. Martins

Printed Name: Mazen R. Youness Title: Authorized Member

Signature: Mazen R. Youness

Printed Name: Connor O. Huseman Title: Authorized Member

Signature: Connor O. Huseman

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Articles of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR RESULTING FLORIDA PROFIT CORPORATION**
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be: VIP Hard Seltzer, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

Principal street address
10831 Cherry Oak Circle
Orlando, FL 32817

Mailing address, if different is:

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

any and all lawful business purposes.

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TALLAHASSEE FLORIDA

ARTICLE IV SHARES

The number of shares of stock is: 10,000

ARTICLE V OFFICERS AND/OR DIRECTORS

Name and Title: Nicholas A. Martins - VP & Tres.

Address: 10831 Cherry Oak Circle
Orlando, FL 32817

Name and Title: Mazen Youness- Pres.

Address: 600 Northern Way #1204
Winter Springs, FL 32708

Name and Title: _____

Address: _____

Name and Title: Connor Huseman - CEO

Address: 10831 Cherry Oak Circle
Orlando, FL 32817

Name and Title: Michael Tunay- Sec.

Address: 10831 Cherry Oak Circle
Orlando, FL 32817

Name and Title: _____

Address: _____

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Legal Counsel, P.A.

Address: 13330 W. Colonial Dr. #110

Winter Garden, FL 34787

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

Legal Counsel, P.A.

By: , President

Required Signature/Registered Agent
Michele Diglio-Benkiran for
Legal Counsel, P.A.

02/ /2023

Date

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ARTICLE VII CLASSIFICATION OF STOCK

Stock Ownership. The Corporation shall have two (2) classes of Common Stock: Class A Common Stock and Class B Common Stock. The designations, preferences, limitations and relative rights of the classes of Common Stock shall be as set forth in the Articles of Incorporation and described herein. The Class A Common Stock shall be voting stock. The holders of the Class A Common Stock (the "Class A Stockholders") shall be entitled to cast (1) vote per share of Class A Common Stock on all matters coming before a vote of the stockholders. The Class B Common Stock shall be non-voting stock, and the holders of Class B Common Stock (the "Class B Stockholders") shall not be entitled to receive notice of or attend meetings of the stockholders, or cast votes on matters coming before a vote of the stockholders, except as required by applicable law.