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(Requestor's Name)

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(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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

Special Instructions to Filing Officer:



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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OCT 11 2011

EXAMINER

# CraftWorks™

RESTAURANTS & BREWERIES, INC.

2001 Riverside Drive, Suite 3100  
Chattanooga, TN 37406  
p: 423.424.2000 · f: 423.752.1973

248 Centennial Parkway, Suite 100  
Louisville, CO 80027  
p: 303.664.4000 · f: 303.664.4199

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July 15, 2011

Florida Department of State  
Division of Corporations  
Registration Section  
Clifton Bldg  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Old Chicago Franchising Corporation

Dear Sir or Madam,

Enclosed please find an application to convert Old Chicago Franchising Corporation to an LLC. The new entity name is Old Chicago Franchising LLC. I have included a check in the amount of 35.00. Please let me know if you need any additional information. Thank you for your assistance.

Best regards,



Stephanie Devine  
CraftWorks Restaurants & Breweries  
(303) 664-4083  
sdevine@cwrestaurants.com

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Old Chicago Franchising Corporation  
Name of Florida Profit Corporation

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Profit Corporation into an "Other Business Entity" in accordance with s. 607.1113, F.S.

Please return all correspondence concerning this matter to:

Stephanie Devine  
Contact Person

CraftWorks Restaurants & Breweries  
Firm/Company

248 Centennial Pkwy  
Address

Louisville, CO 80027  
City, State and Zip Code

sdevine@cwrestaurants.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Stephanie Devine at ( 303 ) 664-4083  
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- \$35.00 Filing Fee       \$43.75 Filing Fee and Certificate of Status       \$43.75 Filing Fee and Certified Copy       \$52.50 Filing Fee, Certified Copy, and Certificate of Status

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

FILED

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

11 JUL 19 PM 2:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation into an "Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

Old Chicago Franchising Corporation  
Enter Name of Florida Profit Corporation

2. The name of the "Other Business Entity" is:

Old Chicago Franchising LLC  
Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a Limited Liability Company  
(Enter entity type. Example: limited liability company, limited partnership,  
general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of Delaware.  
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: 11/15/2010

8. This conversion shall be effective in Florida on: 11/15/2010.  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date of the conversion under the laws governing the "Other Business Entity.")

9. The "Other Business Entity's" principal office address, if any:  
248 Centennial Pkwy

Louisville, CO 80027

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida Statutes.

b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Street Address: 515 East Park Ave

Tallahassee, FL 32301

Mailing Address: \_\_\_\_\_

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this 15 day of July 2011.

Signature: Allen Corcey

(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Allen Corcey Title: President

**Fees:** Filing Fee: \$35.00  
Certified Copy: \$8.75 (Optional)  
Certificate of Status: \$8.75 (Optional)