

UCCS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

L00000000979

CONTACT: CINDY HICKS

DATE: 01-26-00

REF. #: 0164.10216

CORP. NAME: Gouch Investments, LLC

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |

☒ OTHER: Certificate of Conversion

STATE FEES PREPAID WITH CHECK# 6892 FOR \$ 188.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- ☒ CERTIFIED COPY ☐ CERTIFICATE OF GOOD STANDING
☐ CERTIFICATE OF STATUS

☐ PLAIN STAMPED COPY

Examiner's Initials

400003111504--7

-01/26/00--01078--004

****180.00 ****180.00

VB
1200-00

00 JAN 26 PM 2:41
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JAN 26 AM 10:33
RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION
OF
GOUCH INVESTMENTS, GENERAL PARTNERSHIP
TO
GOUCH INVESTMENTS, LLC**

This Certificate of Conversion is filed with the Florida Department of State in compliance with Section 608.439, Florida Statutes.


1. Name of Other Entity and Date of Formation. Gouch Investments, a Florida general partnership (the "Partnership"), was formed on January 15, 1991, pursuant to a Partnership Agreement of that date (the "Partnership Agreement"). The name of the Partnership immediately prior to the filing of this Certificate of Conversion is "Gouch Investments"

2. Name of Limited Liability Company. The name of the limited liability company into which the Partnership is converting is "Gouch Investments, LLC."

3. Effective Date of Conversion. The effective date of the conversion shall be December 28, 1999, or such later date on which the Articles of Organization for the limited liability company and this Certificate of Conversion are filed with the Florida Department of State.

4. Authorization. The undersigned hereby certifies that, in accordance with Section 608.439(8), Florida Statutes, the conversion of the Partnership into the limited liability company and the adoption of the Articles of Organization and the Operating Agreement of the limited liability company have been approved as required under the Partnership Agreement.

DATED: December 28, 1999



John B. Gouch, Sr., President
Gouch Investments, LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
00 JUN 26 PM 2:41
FILED

**ARTICLES OF ORGANIZATION
OF
GOUCH INVESTMENTS, LLC**

**ARTICLE I
NAME**

The name of this limited liability company (the "Company") shall be **GOUCH INVESTMENTS, LLC**, and its mailing address is 1215 Mineral Springs Road, Charlotte, NC 28213, and the principal place of business of the Company shall be located at 1215 Mineral Springs Road, Charlotte, NC 28213.

**ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE**

This Company shall commence existence on December 28, 1999, or the date these Articles of Organization are filed with the Secretary of the State of Florida, if later, and shall continue in existence until terminated: (i) by requirement of law; (ii) by the decision of the Member; or (iii) by the death of the last remaining Member without an election to continue the Company by his successor-in-interest as provided in Article VIII hereof.

**ARTICLE III
GENERAL PURPOSE AND POWERS**

The general purpose of this Company shall be the transaction of any and all lawful business. This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Company shall be located at c/o Akerman Senterfitt & Eidson, P.A., 255 South Orange Avenue, 17th Floor, Orlando, Florida 32801, and the initial registered agent of this Company at that address shall be Martha Anderson Hartley. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Organization.

**ARTICLE V
MANAGEMENT**

The Company will be managed by its member as further provided in the Company's Operating Agreement. The name and street address of the initial manager is:

John B. Gouch, Sr.
1215 Mineral Springs Road
Charlotte, NC 28215

ARTICLE VI

OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested in its Member.

ARTICLE VII

ADMISSION OF NEW MEMBERS

Additional Members may be admitted from time to time on such terms and conditions as determined by the Member.

ARTICLE VIII

DEATH OF MEMBER

The death of the last remaining Member shall terminate the existence of the Company unless the personal representative of the estate of the Member or the other successor-in-interest to the Member's interest in the Company elects, within thirty (30) days after the death of the Member, to continue the existence of the Company, in which event the company shall continue its existence, and the successor-in-interest of the original Member shall become the new Member of the Company.

ARTICLE IX

AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, is reserved to the Member.

APPROVED
FILED
00 JAN 17 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE X

HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Organization declaring and certifying that the facts stated herein are true, effective as of the date set forth in Article II.



JOHN B. GOUCH, SR., SOLE MEMBER

APPROVED
AND
FILED
00 JAN 26 PM 2:51
SECRETARY OF STATE
HALL ASHLEY BUILDING

AFFIDAVIT

STATE OF ~~FLORIDA~~^{NC} North Carolina

COUNTY OF Mecklenburg

BEFORE ME, the undersigned authority, personally appeared JOHN B. GOUCH, SR., who, upon first being duly sworn, deposes and says:

1. That he is the sole member of **GOUCH INVESTMENTS, LLC**, a Florida limited liability company, and has the authority to make this Affidavit on its behalf.

2. That the company has at least one (1) member.

FURTHER AFFIANT SAYETH NOT.

John B. Gouch, Sr.
JOHN B. GOUCH, SR.

SWORN TO and SUBSCRIBED
before me this 20th day
of January, 1999-2000
BG

Bonita W. Gordon
NOTARY PUBLIC

Bonita W. Gordon
Typed or Printed Name
Personally Known yes OR
Produced Identification _____
Type of ID Produced _____

00 JAN 28 PM 2:41
SECRETARY OF STATE
OLD AIRPORT, FLORIDA

APPROVED
AND
FILED

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

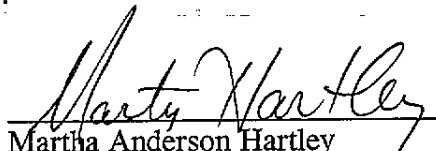
In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

GOUCH INVESTMENTS, LLC (the "Company"), desiring to organize as a limited liability company under the laws of the State of Florida, has named and designated **MARTHA ANDERSON HARTLEY** as its Registered Agent to accept service of process within the State of Florida with its registered office located at c/o Akerman Senterfitt & Eidson, P.A., 255 South Orange Avenue, 17th Floor, Orlando, Florida 32801.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Sections 608.415 and 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 29th day of December, 1999.


Martha Anderson Hartley
Registered Agent

00:44:26 PM 2/4/00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
FILED