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B. KOHR

JAN 11 2008

EXAMINER

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 31, 2007

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: ARMCHAIR MANAGEMENT, LLC  
Ref. Number: W07000062496

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TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for ARMCHAIR MANAGEMENT, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$150.00 payment.

Before this conversion can be filed, ARMCHAIR MANAGEMENT will have to file a General Partnership Registration with the Division of Corporations. The Fictitious Name Registration it filed will not suffice.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr  
Regulatory Specialist II

Letter Number: 207A00072079

# CAPITAL CONNECTION, INC.

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

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TALLAHASSEE, FLORIDA

ArmChair Management  
LLC

- ☐ Art of Inc. File\_\_\_\_\_
- ☐ LTD Partnership File\_\_\_\_\_
- ☐ Foreign Corp. File\_\_\_\_\_
- ☒ L.C. File Conversion
- ☐ 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\_\_\_\_\_

Signature

Requested by: SW

Name

Date 12/31

Time

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Will Pick Up

**CERTIFICATE OF CONVERSION  
FOR  
"OTHER BUSINESS ENTITY"  
INTO  
FLORIDA LIMITED LIABILITY COMPANY**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with Section 608.439, Florida Statutes.

1. Immediately prior to the filing of this Certificate of Conversion, the "Other Business Entity" is a Florida general partnership doing business under the fictitious name **Armchair Management**.

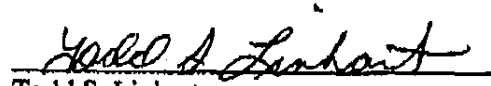
2. The "Other Business Entity" was formed pursuant to the laws of the State of Florida on January 24, 2005.

3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is **Armchair Management, LLC**.

4. The effective date of the conversion shall be January 9, 2008.

Signed this 28 day of DECEMBER, 2007.

  
James R. Brennan  
Partner, Armchair Management  
Member/Manager, Armchair Management, LLC

  
Todd S. Linhart  
Partner, Armchair Management  
Member/Manager, Armchair Management, LLC

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## ARTICLES OF ORGANIZATION OF ARMCHAIR MANAGEMENT, LLC

The undersigned certify that they are acting as the organizing members for the purpose of forming a limited liability company under the laws of the State of Florida providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further certify that the following Articles shall serve as the charter and authority for the conduct of business of the limited liability company.

### ARTICLE I NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Armchair Management, LLC, and its principal office shall be located at 3005 Del Prado Boulevard South, in the City of Cape Coral, County of Lee, State of Florida 33904, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address shall be the same.

### ARTICLE II PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service

under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### **ARTICLE III** **INITIAL MEMBERSHIP**

James R. Brennan and Todd S. Linhart shall be the initial members of the limited liability company.

### **ARTICLE IV** **EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the operating agreement of the limited liability company by a unanimous vote of the members of the limited liability company.

### **ARTICLE V** **MANAGEMENT**

The limited liability company shall be managed by not less than one (1) manager. A manager need not be a member of the limited liability company. The following individuals initially shall serve

as manager of the limited liability company until the first annual meeting of the members or until a successor or successors are elected and qualify in accordance with the operating agreement:

**James R. Brennan**  
3005 Del Prado Boulevard South  
Cape Coral, Florida 33904

**Todd S. Linhart**  
3005 Del Prado Boulevard South  
Cape Coral, Florida 33904

#### **ARTICLE VI** **MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members, or except as otherwise specified in the operating agreement or in a separate written agreement regarding purchase and sale executed by all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

#### **ARTICLE VII** **DISTRIBUTIONS**

The members shall be entitled to the net profits, as defined in the operating agreement of the limited liability company, arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. The distribution of the profits shall be determined as provided in the operating agreement of the limited liability company.

#### **ARTICLE VIII** **DURATION**

The limited liability company shall commence on Jan. 9, 2008, and shall be perpetual, unless sooner terminated, liquidated or dissolved, as provided in the operating agreement adopted by the members.

**ARTICLE IX**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 3005 Del Prado Boulevard South, in the City of Cape Coral, County of Lee, State of Florida 33904, and the name of the company's initial registered agent at that address is **James R. Brennan**.

The undersigned, being the organizing members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **Armchair Management, LLC**

Executed by the undersigned at Fort Myers, Lee County, Florida, on the 28 day of DECEMBER, 2007.



James R. Brennan



Todd S. Linhart



**STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE**

Pursuant to the provisions of Section 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

The name of the limited liability company is **Armchair Management, LLC**.

The name of the registered agent for **Armchair Management, LLC** is **James R. Brennan**, and the street address of the registered office where the agent is located is 3005 Del Prado Boulevard South, Cape Coral, Lee County, Florida 33904.

This statement is to acknowledge that, as indicated above, **Armchair Management, LLC** has appointed me, **James R. Brennan**, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: This 28 day of DECEMBER, 2007.

  
James R. Brennan  
Registered Agent