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EFFECTIVE DATE

6/1/09

B. KOHR

JUN - 1 2009

EXAMINER



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 21, 2009

UCC FILING & SEARCH

TALLAHASSEE, FL

SUBJECT: MOM'S LLC  
Ref. Number: W09000024016

RESUBMISSION  
PLEASE HONOR ORIGINAL  
DATE OF SUBMISSION  
AS FILE DATE  
5/26/09

EFFECTIVE DATE 6/1/09

We have received your document for MOM'S LLC and your check(s) totaling \$180.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$180.00 payment.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

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: 409A00017276

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



UCC FILING & SEARCH SERVICES, INC.  
1574 Village Square Blvd Ste 100  
Tallahassee, Florida 32309  
(850) 681-6528

**HOLD**  
FOR PICKUP BY  
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OFFICE USE ONLY

EFFECTIVE DATE

6/1/09

May 20, 2009

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Mom's Partners nka Mom's LLC

**Filing Evidence**

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

**Type of Document**

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

FILED  
09 MAY 20 AM 10:45  
TALLAHASSEE, FLORIDA

NEW FILINGS	
	Profit
	Non Profit
	Limited Liability
	Domestication
X	Other - Conversion

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

EFFECTIVE DATE 6/1/09

FILED  
09 MAY 20 AM 10:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION FOR  
FLORIDA GENERAL PARTNERSHIP INTO  
FLORIDA LIMITED LIABILITY COMPANY**

This Certificate of Conversion and the attached Articles of Organization are submitted to convert Mom's Partners, a Florida general partnership, into a Florida limited liability company in accordance with section 608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is Mom's Partners.

GPO 900000 654

2. Mom's Partners is a general partnership first organized and formed under the laws of Florida on December 26, 1996.

3. The jurisdiction of Mom's Partners has not changed.

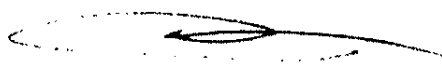
4. The name of the Florida limited liability company set forth in the attached Articles of Organization is GCS Mom's LLC.

5. The effective date of the conversion is June 1, 2009.

IN WITNESS WHEREOF, the undersigned Member of GCS Mom's LLC and general partner of Mom's Partners have made and subscribed this Certificate of Conversion at Naples, Florida on the 15<sup>th</sup> day of May, 2009.

GCS Mom's LLC

Walter James Smith Revocable Trust dated  
January 30, 1985, as amended and restated June 16,  
1995, Class A Member

By:   
Walter James Smith, Trustee

By: Lois Eileen Smith  
Lois Eileen Smith, Trustee

**Mom's Partners**

**Walter James Smith Revocable Trust dated  
January 30, 1985, as amended and restated June 16,  
1995, General Partner**

By:   
Walter James Smith, Trustee

By: Lois Eileen Smith  
Lois Eileen Smith, Trustee

EFFECTIVE DATE 6/1/09

FILED  
09 MAY 20 AM 10:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF GCS MOM'S LLC**

The undersigned, acting as the organizing Member of this limited liability company pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for said limited liability company:

**ARTICLE I - NAME OF LIMITED LIABILITY COMPANY**

The name of this limited liability company shall be GCS Mom's LLC.

**ARTICLE II - PERIOD OF DURATION**

The period of duration of this limited liability company shall commence on June 1, 2009, and shall continue until dissolved pursuant to Chapter 608 of the Florida Statutes.

**ARTICLE III - MAILING ADDRESS AND PRINCIPAL OFFICE**

The mailing address of this limited liability company shall be 649 Fifth Avenue South, Naples, FL 34102. The street address of the principal office of this limited liability company shall be 649 Fifth Avenue South, Naples, FL 34102.

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

The initial street address of the registered office of this limited liability company in the State of Florida shall be 649 Fifth Avenue South, Naples, FL 34102. The Members may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this limited liability company at that address is Walter James Smith. The Members may from time to time designate a new registered agent.

**ARTICLE V - MANAGEMENT**

This limited liability company shall be managed by a Manager. The initial Manager of this limited liability company is Walter James Smith.

**ARTICLE VI - NEW MEMBERS**

Additional persons may be admitted to this limited liability company as Members only with the prior written consent of all of the existing Members, or as otherwise permitted in accordance with the Operating Agreement for this limited liability company.

**ARTICLE VII - ORGANIZING MEMBER**

The name and address of the Member of the limited liability company signing these Articles of Organization are:

**Name**

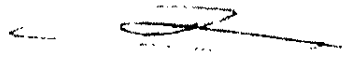
**Address**

Walter James Smith and Lois Eileen  
Smith, Trustees of the Walter James  
Smith Revocable Trust dated January 30,  
1985, as amended and restated June 16,  
1995

649 Fifth Avenue South  
Naples, FL 34102

IN WITNESS WHEREOF, the undersigned Member has made and subscribed these Articles of Organization at Naples, Florida as of the 15<sup>th</sup> day of May, 2009.

Walter James Smith Revocable Trust dated January 30, 1985, as amended and restated June 16, 1995

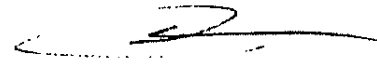
By:   
Walter James Smith, Trustee

By:   
Lois Eileen Smith, Trustee

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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 as provided in Chapter 608 of the Florida Statutes.

Dated as of May 15, 2009

  
Walter James Smith

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