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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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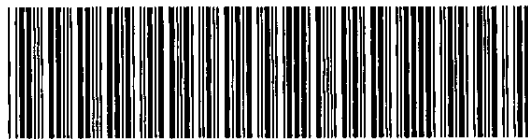
(Business Entity Name)

(Document Number)

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

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B. KOHR

OCT 26 2009

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195  
REFERENCE : 166879 7518993  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 180.00

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ORDER DATE : October 26, 2009  
ORDER TIME : 10:18 AM  
ORDER NO. : 166879-005  
CUSTOMER NO: 7518993

DOMESTIC AMENDMENT FILING

NAME: MERCHANDISE PARTNERS, INC

EFFECTIVE DATE:

XXX\_\_ ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX\_\_\_\_ CERTIFIED COPY

CONTACT PERSON: Matthew Young -- EXT# 2962

EXAMINER'S INITIALS: \_\_\_\_\_

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

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DIVISION OF CORPORATIONS  
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This Certificate of Conversion and attached Articles of Organization and Plan of Conversion are submitted to convert the following "Other Business Entity" 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:

**MERCHANDISE PARTNERS, INC.** P06000011 0533

2. **MERCHANDISE PARTNERS, INC.**, is a corporation first incorporated under the laws of Florida on August 23, 2006.

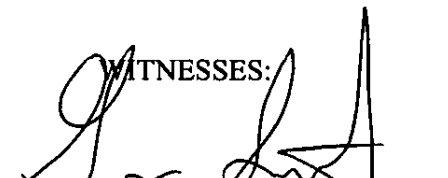
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is:

**MERCHANDISE PARTNERS, LLC**

4. The Effective date will be as stated in the attached Articles of Organization.

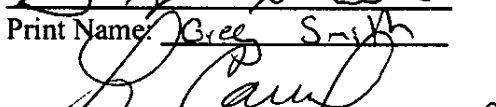
Signed this 22nd day of October, 2009.

WITNESSES:

  
Print Name: Greg Smith

  
Print Name: Laura Carmichael

  
Print Name: Greg Smith

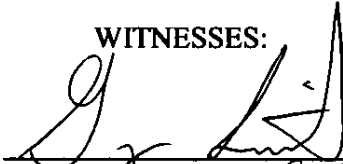
  
Print Name: Laura Carmichael

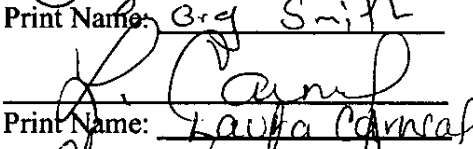
**"OTHER BUSINESS ENTITY"  
MERCHANDISE PARTNERS, INC.**

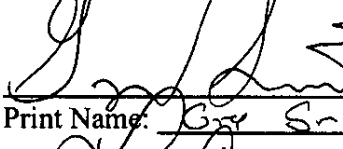
By:   
**KEVIN A. GOVIN**  
Title: President/Director

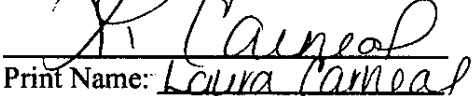
  
By:   
**R. MARK GOVIN**  
Title: Secretary/Treasure/Director

WITNESSES:


  
Print Name: Greg Smith



  
Print Name: Laura Carneal

  
Print Name: Greg Smith

  
Print Name: Laura Carneal

"LIMITED LIABILITY COMPANY"  
MERCHANDISE PARTNERS, LLC

By:   
**KEVIN A. GOVIN**  
Authorized Representative

  
By:   
**R. MARK GOVIN**  
Authorized Representative

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## **PLAN OF CONVERSION**

The following Plan of Conversion is submitted in compliance with Section 607.1111 through Section 607.1114, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

### **FIRST**

The name, entity form, and jurisdiction of the company prior to conversion is as follows:

Company Name: **MERCHANDISE PARTNERS, INC.**  
Entity Type: **FLORIDA PROFIT CORPORATION**  
Jurisdiction: **FLORIDA**

### **SECOND**

The name, entity form, and jurisdiction of the company after conversion is as follows:

Company Name: **MERCHANDISE PARTNERS, LLC**  
Entity Type: **FLORIDA LIMITED LIABILITY COMPANY**  
Jurisdiction: **FLORIDA**

### **THIRD**

The terms and conditions of the Conversion are as follows:

**MERCHANDISE PARTNERS, INC.** is being converted to **MERCHANDISE PARTNERS, LLC** under Section 607.1112 through Section 607.1114, Florida Statutes.

**MERCHANDISE PARTNERS, INC. (INC)** is being terminated and all interests of the Shareholders of INC (One Thousand (1000) shares) are being exchanged subject to the liquidation. The Shareholders are then forming **MERCHANDISE PARTNERS, LLC (LLC)** and contributing the assets received from INC into the newly formed LLC. In exchange for their contributions to LLC, the Shareholders are becoming Members of LLC and are receiving One Thousand (1000) Membership Units.

#### **FOURTH**

The manner and basis of converting the shares, obligations or other securities, or rights to acquire shares, obligations, or other securities, of the domestic corporation into the partnership interests, limited liability company interests, obligations or other securities of the other business entity, including any rights to acquire any such interests, obligations, or other securities, or, in whole or in part, into cash or other property are as follows:

Based on the terms and conditions of the Conversion specified in the Third Section above, through the plan of corporate liquidation and limited liability company formation, the shares of **MERCHANDISE PARTNERS, INC. (INC)** are being converted into membership units of **MERCHANDISE PARTNERS, LLC (LLC)** in a one (1) to one (1) ratio: through the steps of the plan, one (1) share of **INC** is becoming one (1) membership unit of **LLC**. Prior to conversion, the Shareholders of **INC** held Five Hundred (500) shares a piece (for a total of One Thousand (1000) shares), and after conversion these same persons, now Members rather than Shareholders, will own Five Hundred (500) membership units a piece (for a total of One Thousand (1000) membership units).

#### **FIFTH**

Pursuant to Florida Statutes Section 607.1114, when the conversion becomes effective:

- (1) A domestic corporation that has been converted into another business entity pursuant to this chapter is for all purposes the same entity that existed before the conversion.
- (2) The title to all real property and other property, or any interest therein, owned by the domestic corporation at the time of its conversion into the other business entity remains vested in the converted entity without reversion or impairment by operation of this chapter.
- (3) The other business entity into which the domestic corporation was converted shall continue to be responsible and liable for all the liabilities and obligations of the converting domestic corporation, including liability to any shareholders having appraisal rights under Sections 607.1301-607.1333 with respect to such conversion.
- (4) Any claim existing or action or proceeding pending by or against any domestic corporation that is converted into another business entity may be continued as if the conversion did not occur. . . .

(5) Neither the rights of creditors nor any liens upon the property of a domestic corporation that is converted into another business entity under this chapter shall be impaired by such conversion.

(6) The shares, obligations, and other securities, or rights to acquire shares, obligations, or other securities, of the domestic corporation shall be converted into the partnership interests, limited liability company interests, obligations, or other securities of the other business entity, including any rights to acquire any such interests, obligations, or other securities, or, in whole or in part, into cash, or other consideration, as provided in the plan of conversion. The former shareholders of the converting domestic corporation shall be entitled only to the rights provided in the plan of conversion and to their appraisal rights, if any, under Sections 607.1301-607.1333 or other applicable law.

#### **SIXTH**

The effective date and time of the conversion shall be August 23, 2006 (Date) at                      (Time).

#### **SEVENTH**

The Articles of Organization and Certificate of Conversion for the business entity after conversion are attached.

#### **EIGHTH**

**MERCHANDISE PARTNERS, LLC** is the surviving entity and it is to be managed by its Managing Members, the names and addresses of the Managing Members are as follows:

##### **Managing Members**

**KEVIN A. GOVIN, as Trustee of  
the KEVIN A. GOVIN TRUST AGREEMENT dated July 12, 2000  
302 Royal Palm Way  
Tampa, Florida 33609**

**RONALD M. GOVIN, as Trustee of  
the RONALD M. GOVIN TRUST AGREEMENT dated July 12, 2000**  
18015 Kings Park Drive  
Tampa, Florida 33647

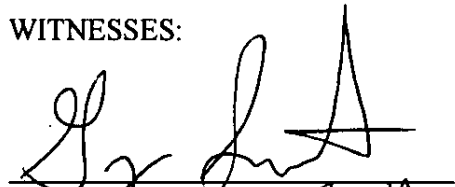
**NINTH**


As required under Florida Statute Section 607.1112(6), this plan of conversion was adopted and approved by the board of directors and shareholders of **MERCHANDISE PARTNERS, INC.** on the 22<sup>nd</sup> day of October, 2009.

**TENTH**

The Plan of Conversion was executed on the 22<sup>nd</sup> day of October, 2009, and complies and is in accordance with the laws of Florida.


WITNESSES:

  
Print Name: Greg Smith

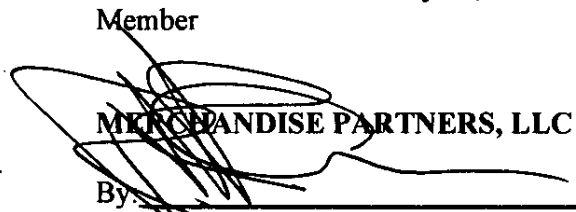
  
Print Name: Greg Smith

Signatures of Members or Authorized  
Representatives of LIMITED LIABILITY  
COMPANY:


**MERCHANDISE PARTNERS, LLC**


By:   
**KEVIN A. GOVIN, as Trustee of  
the KEVIN A. GOVIN TRUST  
AGREEMENT dated July 12, 2000**  
Member

**MERCHANDISE PARTNERS, LLC**

By:   
**RONALD M. GOVIN, as Trustee of  
the RONALD M. GOVIN TRUST  
AGREEMENT dated July 12, 2000**  
Member

WITNESSES:

  
Print Name: Greg Smith

  
Print Name: Greg Smith

Signatures on behalf of FLORIDA PROFIT CORPORATION:

**MERCHANDISE PARTNERS, INC.**

By: 

**KEVIN A. GOVIN**

President

**MERCHANDISE PARTNERS, INC.**

By: 

**RONALD M. GOVIN**

Secretary/Treasurer

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**ARTICLES OF ORGANIZATION  
FOR  
MERCHANDISE PARTNERS, LLC**

**A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I-Name:**

The name of the Limited Liability Company is:

**MERCHANDISE PARTNERS, LLC**

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

**Principal Office Address and Mailing Address**

**11111 North 46<sup>th</sup> Street  
Tampa, Florida 33617**

**ARTICLE III- Registered Agent and Registered Office:**

The name and the Florida street address of the Registered Agent is:

**KEVIN A. GOVIN  
11111 North 46<sup>th</sup> Street  
Tampa, Florida 33617**

*Having been named as registered agent and to accept service of process 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 obligations of my position as registered agent as provided for in Chapter 608, F. S.*

  
\_\_\_\_\_  
**KEVIN A. GOVIN, Registered Agent**

**ARTICLE IV- Managing Members:**

The name and address of each of the Managing Members are as follows:

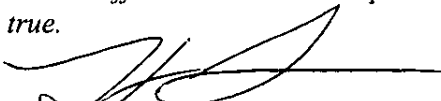
<u>Title:</u>	<u>Name and Address</u>
MGRM	Kevin A. Govin 302 Royal Palm Way Tampa, Florida 33609
MGRM	R. Mark Govin 18015 Kings Park Drive Tampa, Florida 33647


**ARTICLE V - Effective Date:**

The Effective Date of this Limited Liability Company shall be deemed to have commenced on August 23, 2006.

Signed this 22nd day of October, 2009.

*In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.*

  
\_\_\_\_\_  
KEVIN A. GOVIN, Member/MGRM

  
\_\_\_\_\_  
R. MARK GOVIN, Member/MGRM