

LU9000 105370

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

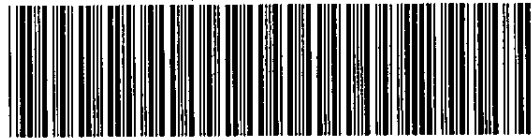
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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09 NOV - 2 PM 1:42
SECRETARY OF STATE
DIVISION OF CORPORATIONS

B. KOHR

NOV 2 2009

EXAMINER



1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

November 2, 2009

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 NOV -2 PM 1:42

Re: Order #: 7689602 SO
Customer Reference 1: 64100.4
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

Halcyon Days, LLC (FL)
Formation
Florida

Halcyon Days, LLC (VA)
Misc - Foreign LLC Filing - Certificate of Conversion
Florida

Halcyon Days, LLC (FL)
Obtain Document - Misc - CC of filing
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

CT Corp

November 2, 2009

Chris McNegir
Assistant Secretary

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
NOV 2 2009
PM 1:42

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Tallahassee FL 32301

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Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

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SECRETARY OF CORPORATIONS
09 NOV -2 PM 1:42

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 s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:
HALCYON DAYS, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited liability company.
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

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

on December 8, 2004.
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

n/a

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

HALCYON DAYS, LLC
(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: October 28, 2009.
(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 listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 28th day of October 2009.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: Abigail C. Watts-Fitzgerald

Printed Name: Abigail C. Watts-Fitzgerald

Title: Authorized Representative

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: Abigail C. Watts-Fitzgerald

Printed Name: Abigail C. Watts-Fitzgerald

Title: Authorized Representative

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

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SECRETARY OF CORPORATIONS
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ARTICLES OF ORGANIZATION
OF
HALCYON DAYS, LLC

FILED
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DIVISION OF CORPORATIONS
09 NOV -2 PM 1:42

ARTICLE I - NAME

The name of the limited liability company is Halcyon Days, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 200 Commerce Street, Smithfield, Virginia 23430.

ARTICLE III - DURATION

The period of duration of the Company shall be perpetual.

ARTICLE IV - PURPOSES

The Company is organized for the purpose of transacting all lawful activities and businesses.

ARTICLE V
REGISTERED AGENT; REGISTERED ADDRESS

The name of the registered agent of the Company is Abigail C. Watts-FitzGerald. The Florida street address of the registered agent of the Company is c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

ARTICLE VI
MANAGEMENT

The Company is to be member managed.

ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS

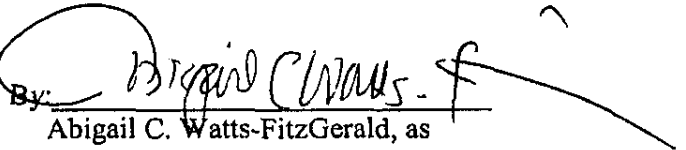
Additional members to the Company may be admitted only in accordance with the terms and conditions of the Company's Operating Agreement.

ARTICLE VIII
MEMBERS RIGHTS TO CONTINUE BUSINESS

If a member of the Company dies, retires, resigns, is expelled, becomes bankrupt or dissolves, or upon the occurrence of any other event which terminates the continued membership

of a member in the Company, the remaining member(s), if any, may, by unanimous written agreement, continue the business of the Company.

IN WITNESS WHEREOF, the undersigned authorized representative of the members, of Halcyon Days, LLC has executed these Articles of Organization as of October 28, 2009.

By: 
Abigail C. Watts-FitzGerald, as
authorized representative of the
Members

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**


WITNESSETH:

That Halcyon Days, LLC, desiring to organize under the laws of the State of Florida, has named Abigail C. Watts-FitzGerald, located at c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated limited liability company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 608.415, Florida Statutes.

Dated this 28th day of October, 2009.


Abigail C. Watts-FitzGerald
Registered Agent