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(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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

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11 SEP 19 AM 9:56  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

K. SALY  
EXAMINER  
NOV 2 2011



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 20, 2011

FINE FURNITURE BY GORDON'S, INC.  
18101 S TAMiami TRAIL  
FORT MYERS, FL 33908

SUBJECT: FINE FURNITURE BY GORDON'S, INC.  
Ref. Number: S60637

We have received your document for FINE FURNITURE BY GORDON'S, INC. and your check(s) totaling \$185.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Organization, if any.

If you have any questions concerning the filing of your document, please call (850) 245-6870.

Karen A Saly  
Regulatory Specialist II

Letter Number: 011A00021782

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

FILED  
11 SEP 19 AM 9:56  
DEPARTMENT 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 s.608.439, Florida Statutes.

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

Fine Furniture By Gordon's, Inc. #S60637  
(Enter Name of Other Business Entity)

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

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

on 07/19/1991  
(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:

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

Fine Furniture By Gordon's, LLC  
(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: September 25, 2011  
(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.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed this 25<sup>th</sup> day of September 2011.

**Signature of Member or Authorized Representative of Limited Liability Company:**

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Member or Authorized Representative: Betty Lou H. Gordon

Printed Name: Betty Lou H. Gordon

Title: President

**Signature(s) on behalf of Other Business Entity:** Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: Carol Jean L. Annand

Printed Name: Carol Jean L. Annand

Title: Vice President

Signature: Lloyd A. Gordon

Printed Name: Lloyd A. Gordon

Title: Secretary

Signature: Mary Lou V. McKay

Printed Name: Mary Lou V. McKay

Title: Treasurer

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)

**Articles of Organization**  
**of**  
**Fine Furniture By Gordon's, LLC**  
**A Florida Limited Liability Company**

FILED  
11 SEP 19 AM 9:56  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

1. Name. The name of this limited liability company is Fine Furniture By Gordon's, LLC (the "Company"), and it shall be formed as a Florida limited liability company under Chapter 608, Florida Statutes.

2. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Florida Secretary of State, and the Company's existence shall be perpetual.

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of the State of Florida.

4. Place of Business. The mailing address and street address of the Company's principal office is 18101 S. Tamiami Trail, Fort Myers, Florida 33908.

5. Registered Agent and Office. The name of the initial registered agent of the Company is Bruce D. Green. The street address of the initial registered agent of the Company is 1380 Royal Palm Square Boulevard, Fort Myers, Florida 33919.

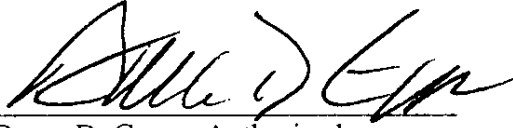
6. Management of the Company. The Company shall be managed by a manager or managers and is, therefore, a manager-managed company. Lloyd A. Gordon and Betty Lou H. Gordon shall serve as the initial Managers of the Company.

7. Operating Agreement. The members shall have the power to adopt, alter, amend, or repeal an Operating Agreement for the Company containing provisions for the regulation and management of the affairs of the Company.

8. Voting. The Company is authorized to issue membership units with voting rights and membership units without voting rights.

9. Certificated Interests. The members' interests in the Company may be evidenced by certificates.

The undersigned executed these Articles of Organization effective as of September 25, 2011. In accordance with Section 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

  
\_\_\_\_\_  
Bruce D. Green, Authorized  
Representative

**Acceptance by Registered Agent**

Having been named Registered Agent and designated to accept service of process for Fine Furniture By Gordon's, LLC, at the place designated herein, and being familiar with the obligations of that position, 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.

A handwritten signature in black ink, appearing to read "Bruce D. Green", written over a horizontal line.

Bruce D. Green, Registered Agent

Dated: September 25, 2011