

L13000014577

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

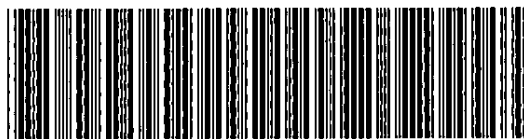
Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

JAN 29 2013

S. TONER

Office Use Only



300241902973

RECEIVED

13 JAN 24 PM 4:18

RECEIVED  
TALLAHASSEE, FLORIDA

FILED

13 JAN 24 AM 10:05

RECEIVED  
TALLAHASSEE, FLORIDA

W13-4957



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 506885 4338256

AUTHORIZATION :

COST LIMIT : \$ 195

*Quilley*

ORDER DATE : January 24, 2013

ORDER TIME : 2:25 PM

ORDER NO. : 506885-005

CUSTOMER NO: 4338256

DOMESTIC AMENDMENT FILING

NAME: ATLAS PEN & PENCIL CORPORATION

EFFECTIVE DATE:

XX ARTICLES/CONVERSION  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis -- EXT# 2926

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

506885

January 25, 2013

CSC

TALLAHASSEE, FL

SUBJECT: ATLAS PEN & PENCIL LLC  
Ref. Number: W13000004957

**RESUBMIT**  
Please give original  
submission date as file date

We have received your document for ATLAS PEN & PENCIL LLC and the authorization to debit your account in the amount of \$195.00. However, the document has not been filed and is being returned for the following:

We are enclosing the proper form(s) with instructions for your convenience.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Sean Toner  
Senior Section Administrator

Letter Number: 213A00001917

RECEIVED  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
2013 JAN 28 PM 4:26  
TO AGENCY/DOE  
SUFFICIENCY OF FILING

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

FILED  
13 JAN 24 AM 10:05  
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 s.608.439, Florida Statutes.

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

Atlas Pen & Pencil Corporation

(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 November 12, 1962

(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:

Atlas Pen & Pencil LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_

(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.

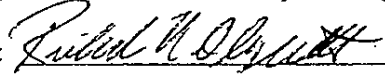
Signed this \_\_\_\_\_ day of January \_\_\_\_\_, 2013.

**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:   
Printed Name: Richard N. Obrigawitch Title: VP, CFO and Secretary

**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:   
Printed Name: Richard N. Obrigawitch Title: VP, CFO and Secretary

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)

**EXHIBIT A**

**ARTICLE IV - Manager(s) or Managing Member(s):**

The name and address of each Manager of Managing Member is as follows:

**Title:**

"MGR" = Manager

"MGRM" = Managing Member

**Name and Address:**

MGR

Ulric T. Sullivan  
780 Third Avenue, 40th Floor  
New York, NY 10017

MGR

Michael Lyons  
780 Third Avenue, 40th Floor  
New York, NY 10017

MGR

Nick Nedeau  
780 Third Avenue, 40th Floor  
New York, NY 10017

MGR

John Perrachon  
780 Third Avenue, 40th Floor  
New York, NY 10017

MGR

David Thompson  
12121 Scripps Summit Dr., #200  
San Diego, CA 92131

MGR

Richard Obrigawitch  
12121 Scripps Summit Dr., #200  
San Diego, CA 92131

## ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

### ARTICLE I - Name:

The name of the Limited Liability Company is:

Atlas Pen & Pencil LLC

(Must end with the words "Limited Liability Company," "L.L.C.," or "LLC.")

### ARTICLE II - Address:

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

#### Principal Office Address:

12121 Scripps Summit Drive #200  
San Diego, CA 92131

#### Mailing Address:

12121 Scripps Summit Drive #200  
San Diego, CA 92131

### ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Corporation Service Company

Name

1201 Hays Street

Florida street address (P.O. Box NOT acceptable)

Tallahassee

FL 32301

City, State, and Zip

*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 the obligations of my position as registered agent as provided for in Chapter 608, F.S..*

Corporation Service Company

By: Henry B. O'Neil

Henry B. O'Neil  
Past Vice President

Registered Agent's Signature (REQUIRED)

(CONTINUED)

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

Please see Exhibit A

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_


\_\_\_\_\_

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: \_\_\_\_\_. (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:

  
\_\_\_\_\_  
Signature of a member or an authorized representative of a member.

(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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Richard O. Brigawitch  
\_\_\_\_\_  
Typed or printed name of signer

Filing Fees:

- \$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)