

11/21/2019

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FLORIDA LIMITED LIABILITY CO.

David's Bridal, LLC

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190

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

November 22, 2019

These Articles of Conversion and attached Articles of Organization are being filed for the purpose of converting the following "Other Business Entity" into a Florida limited liability company (the "Conversion").

1. The name of the "Other Business Entity" immediately prior to filing of these Articles of Conversion is David's Bridal, Inc. (the "Converting Corporation").

2. The Converting Corporation is a corporation first incorporated under the laws of the State of Florida on August 29, 1990.

3. The name of the Florida limited liability company as set forth in the attached Articles of Organization is David's Bridal, LLC (the "Company").

4. These Articles of Conversion shall become effective at 11:59 p.m. on November 22, 2019.

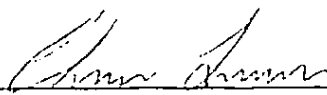
5. A Plan of Conversion was approved by the "Other Business Entity" in accordance with all applicable statutes.

6. The "Converted or other business entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

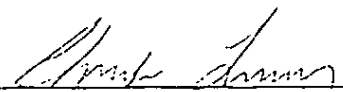
*[Signature Page Follows]*

IN WITNESS WHEREOF, the undersigned has executed these Articles of Conversion as of the date first set forth above.

David's Bridal, Inc.

By:   
Name: Charles Lockyer  
Title: Chief Financial Officer

David's Bridal, LLC

By:   
Name: Charles Lockyer  
Title: Chief Financial Officer

#P-1119

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**ARTICLES OF ORGANIZATION FOR  
DAVID'S BRIDAL, LLC  
(a Florida limited liability company)**

CLERK OF STATE  
TALLAHASSEE, FLORIDA

The undersigned representative of the Member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 605, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I. NAME**

The name of the limited liability company is: David's Bridal, LLC

**ARTICLE II. ADDRESS**

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

1001 Washington Street  
Conshohocken, PA 19428

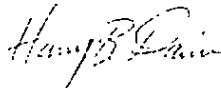
**ARTICLE III. INITIAL REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the Company are:

Corporation Service Company  
1201 Hays Street  
Tallahassee, FL 32301

*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 605, F.S..*

Corporation Service Company



Asst. VP

, Registered Agent

#### ARTICLE IV. MANAGEMENT


The Company shall be member managed.

#### ARTICLE V. OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company.

(In accordance with section 605.0203 (1) (b), 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.)

Dated: November 22, 2019

  
\_\_\_\_\_  
Glenn Adams, Authorized Representative