

L20000197328

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

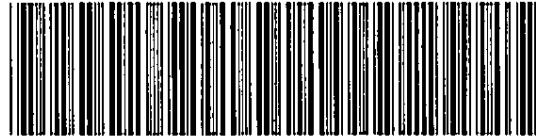
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Jan 18 2022

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FILED
2021 DEC 22 PM 4:51
SECRETARY OF STATE
HALLAM, SD

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PAWNSMART 2, LLC
Name of Limited Liability Company

Dear Sir or Madam:

The enclosed Articles of Interest Exchange and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

William E. Harris

Name of Person

Gnome Holding Company, LLC

Firm/Company

225 Water Street, Suite 1575

Address

Jacksonville, FL 32202

City/State and Zip Code

harris.william@moneyimizer.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

William E. Harris

at (706)

249-0156

Name of Person

Area Code

Daytime Telephone Number

Mailing Address:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Important Notice: Pursuant to s. 605.0212 (11), F.S., as a condition of an interest exchange between a limited liability company and another entity under s. 605.1031, the limited liability company and each other entity that is a party to the interest exchange which exists under the laws of this state, and each party to the interest exchange which exists under the laws of another jurisdiction and has a certificate of authority to transact business or conduct its affairs in this state, must be active and current in filing its annual reports in the records of the department through December 31 of the calendar year in which the articles of interest exchange are submitted to the department for filing.

ARTICLES OF INTEREST EXCHANGE

FILED

Pursuant to section 605.1035, Florida Statutes, I hereby submit the following Articles of Interest Exchange:

FIRST: The name of the acquired limited liability company is: PAWSMART 2 LLC

2021 DEC 22 PM 4:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The document number of the acquired entity is: L20000197328

SECOND: The name of the acquiring entity is: GNOME HOLDING COMPANY, LLC

The jurisdiction of formation of the acquiring entity is: State of Alabama

If applicable, the document number of the acquiring entity is:

The acquiring entity is a: Limited Liability Company

(entity type: corp, llc, lp etc.)

THIRD: The plan of interest exchange was approved by the acquired limited liability entity in accordance with the provisions of ss. 605.1031-605.1036 and by each member of such limited liability company who, as a result of the interest exchange, will have interest holder liability under s. 605.1033(1)(b) and whose approval is required.

FOURTH: The amendments, if any, to the acquired limited liability company's public organic record approved as part of the plan of interest exchange are attached.

(Check One)

FIFTH: ☒ The plan of interest exchange was approved by each acquiring entity that is a party to the interest exchange in accordance with the organic laws in its jurisdiction of formation, or☐ The plan of interest exchange approval was not required

SIXTH: The acquiring entity has agreed to pay to any members of the acquired entity with appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072

SEVENTH: The effective date of the interest exchange, if the effective date of the interest exchange is not the same as the date of filing of the articles of interest exchange, subject to the limitations in s. 605.0207 is

November 5, 2021

(Effective date cannot be prior to the date of filing or more than 90 days after the date of filing)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Signature of Authorized person-Acquired LLC

Signature of Authorized person-Acquiring Entity

CHAD GROGAN

Typed or printed name of signature

WILLIAM E. HARRIS

Typed or printed name of signature

Filing Fee: \$25.00

Certified copy: \$30.00 (optional)

PLAN OF INTEREST EXCHANGE

This "Plan of Interest Exchange is executed in accordance with Fla. Stat. Ch. 605.1032 and is intended to meet all of the necessary requirements contained therein for the transfer of ownership of PAWNSMART 2 LLC from Chad E. Grogan, Sr. to Gnome Holding Company, LLC.

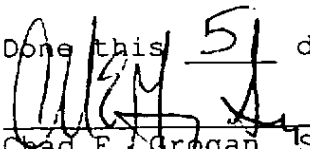
(a) The name of the acquired company is PAWNSMART 2 LLC.

(b) The acquiring company is GNOME HOLDING COMPANY, LLC, a limited liability company organized under the laws of the State of Alabama.

(c) Based on adequate consideration, each in hand tendered by the other, Chad E. Grogan, Sr., the sole member of Pawnsmart 2, LLC, and only individual or entity owning any interest in said LLC, shall upon execution of the terms of the October 22nd, 2021, Purchase Agreement between Chad Everett Grogan, Sr., Pawnsmart 2, LLC and Gnome Holding Company, LLC., transfer to Gnome Holding Company, LLC., all of his right, title and interest in and to Pawnsmart 2, LLC, including all of his member interest, voting rights and any other rights that he may have as the sole member and owner. Upon the full execution of said Agreement, Chad E. Grogan will no longer hold any interest in Pawnsmart 2, LLC and Gnome Holding Company, LLC, will be the sole member of Pawnsmart 2, LLC and the only entity owning or holding any right, title or interest in Pawnsmart 2, LLC.

(d) The proposed amendments to the initial Articles of Organization are attached hereto. Said amendments change the name of the registered agent and the name(s) of those person(s) authorized to manage the Company. Additionally, there is currently no operating agreement that governs the operation of Pawnsmart 2 LLC, but an operating agreement will be executed in conjunction with this transaction.

Done this 5 day of NOVEMBER, 2021.


Chad E. Grogan, SR.

The Authorized person for PAWNSMART 2 LLC

APPROVAL OR PLAN OF INTEREST EXCHANGE

By affixing my signature below, I Chad E. Grogan, Sr. do hereby approve the Plan of Interest Exchange whereby I, as the sole member of PAWNSMART 2 LLC, will convey unto Gnome Holding Company, LLC (an Alabama Limited Liability Company), all of my right, title and interest in and to PAWNSMART 2 LLC.

This approval is being executed in accordance with Fla. Stat. Ch. 605.1033 and I acknowledge that all requirements of said statute regarding notice and approval have been met and complied with.

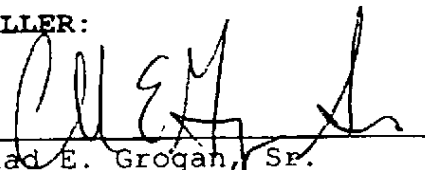
I, Chad E. Grogan, Sr., did and do hereby vote "Ye" in approval of the plan of interest exchange.

I, Chad E. Grogan, Sr., FOR VALUE RECEIVED, and pursuant to that certain Purchase Agreement dated October 22nd, 2021 (the "Agreement"), does sell, assigns and transfers unto Gnome Holding Company, LLC, an Alabama Limited Liability Company ("Gnome"), all of my membership interest in PAWNSMART 2 LLC, a Florida Limited liability Company ("Pawnsmart"), standing in my name on the books of Pawnsmart, or otherwise memorialized, and I do hereby irrevocably constitute and appoint Eric B. Funderburk as my attorney-in-fact, with full power of substitution, to take such further action as may be necessary to transfer my membership interest in Pawnsmart to Gnome.

THIS ASSIGNMENT MAY ONLY BE USED AS AUTHORIZED BY THE PLAN AND AGREEMENT.

Dated: 11/5/21

SELLER:


Chad E. Grogan, Sr.

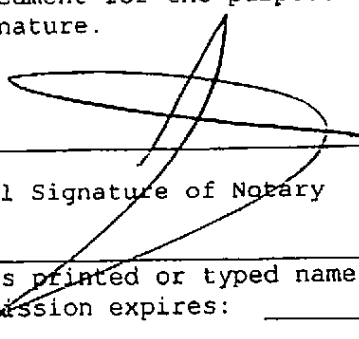
Florida

I certify that Chad E. Grogan, Sr. personally appeared before me this day, in the above stated capacity and after verifying his identity acknowledged to me that he voluntarily signed the foregoing document for the purpose stated herein and did in my presence affix his signature.

Date:

11/05/2021

(Official Seal)



Official Signature of Notary

Notary's printed or typed name
My commission expires: _____

