

# M12000003848

\_\_\_\_\_  
(Requestor's Name)

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(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

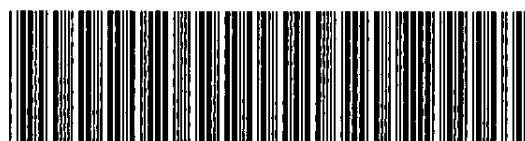
\_\_\_\_\_  
(Business Entity Name)

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

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

Special Instructions to Filing Officer:

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12 JUL -6 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. LEWIS

JUL 10 2012

EXAMINER



*Harry & David*

June 30, 2012

Division of Corporations  
Registration Section  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Corporate Restructure

Harry and David (Inc.), an Oregon Corporation is registered to do business in your state. The company has changed its corporate structure from an Oregon corporation to an Oregon limited liability company by means of a statutory conversion (the "Conversion"). This conversion was effective June 29, 2012. Following the Conversion, the company's name is "Harry and David, LLC".

The conversion did not involve any change in ownership, change in the nature of the business, change in tradename, or change in FEIN. The LLC is "member" managed and has a single member, Harry & David Holdings, Inc., 2500 S. Pacific Hwy., Medford, OR 97501.

Attached please find the following to effect the change in registration within the state of Florida from a Foreign Corporation to a Foreign Limited Liability Company:

Application by Foreign Limited Liability Company for Authorization to Transact Business in  
Florida

Original Certificate of Existence/Good Standing for the LLC from Oregon  
Check for Filing Fee of \$125  
Copy of Application For Withdrawal  
Letter of Consent to Use Name from Corporation

Evidence of filing should be mailed to Harry and David, PO Box 712 Attn: Tax Dept, Medford, OR 97501; faxed to 541-864-3377 or emailed to [HDTaxDept@harryanddavid.com](mailto:HDTaxDept@harryanddavid.com).

If there are any questions regarding this filing please contact Lorin Parsons at 541-864-3580, Monday – Friday, 10:00 am – 8:00 pm EDT or email [lparkers@harryanddavid.com](mailto:lparkers@harryanddavid.com).

Sincerely,

Lorin Parsons  
Sr. Mgr. Sales & Property Tax  
office 541 864 3580  
[lparkers@harryanddavid.com](mailto:lparkers@harryanddavid.com)  
2500 S. Pacific Hwy, Medford OR 97501

*Harry & David*  
Happiness Delivered



June 28, 2012

To: Secretary of State

Re: Consent to Appropriation/Use of Name

Harry and David aka Harry and David, Inc., an Oregon Corporation has undergone a statutory conversion under the laws of Oregon to convert to an Oregon Limited Liability Corporation and change its name to Harry and David, LLC.

Harry and David is registered as a foreign corporation in your state and consents to the use of the name Harry and David by Harry and David, LLC so that it may complete its registration as a foreign Limited Liability Company in your state.

Harry and David, Inc. will be withdrawing from doing business in your state.

Questions can be directed to Lorin Parsons at 541-864-3580.

Sincerely,

Michael Schwindle, CFO & Secretary  
Harry and David, Inc.

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Harry and David, LLC.

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Lorin Parsons

Name of Person

Harry and David, LLC.

Firm/Company

Attn: Tax Dept. - P. O. Box 712

Address

Medford, OR 97501

City/State and Zip Code

HDTaxDept@harryanddavid.com

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

For further information concerning this matter, please call:

Lorin Parsons

Name of Person

at ( 541 )

864-3580

Area Code & Daytime Telephone Number

**MAILING ADDRESS:**

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

**STREET ADDRESS:**

Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- ☒ \$125.00 Filing Fee    ☐ \$130.00 Filing Fee & Certificate of Status    ☐ \$155.00 Filing Fee & Certified Copy    ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. Harry and David, LLC.

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Oregon

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 93-0331765

(FEI number, if applicable)

4. 6/29/2012

(Date of Organization)

5. perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. \_\_\_\_\_

(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 2500 South Pacific Highway

Medford, OR 97501

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☐

9. The name and usual business addresses of the managing members or managers are as follows:

Harry & David Holdings, Inc. 2500 S. Pacific Hwy., Medford, OR 97501

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: \_\_\_\_\_

Retail sales of gourmet food, candy and gifts

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

(In accordance with section 608.408(3), F.S., 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.)

Michael Schwindle

Typed or printed name of signee

FILED  
12 JUL - 6 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Harry and David, LLC.

If unavailable, the alternate to be used in the state of Florida is:

\_\_\_\_\_

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

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

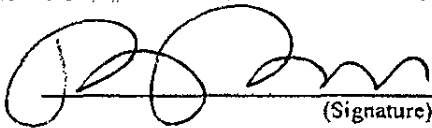
Tallahassee

FL 32301

City/State/Zip

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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, Florida Statutes.*



(Signature)

Dona L. Priebe, Assistant VF

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

CERTIFICATE

# State of Oregon

OFFICE OF THE SECRETARY OF STATE  
Corporation Division

I, KATE BROWN, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

**HARRY AND DAVID**

was incorporated under the  
Oregon Business Corporation Act on  
September 28, 1945.

Articles of Conversion  
were filed on June 28, 2012  
with a stated effective date of June 29, 2012  
converting it to an Oregon Limited Liability Company  
under the  
Oregon Limited Liability Company Act  
and changing it's name to

**HARRY AND DAVID, LLC.**

I further certify that  
**HARRY AND DAVID, LLC**  
is active on the records of the Corporation Division as of the date of

In Testimony Whereof, I have hereunto set  
my hand and affixed hereto the Seal of the  
State of Oregon.



A handwritten signature in black ink, appearing to read "Kate Brown", is written over a horizontal line.

KATE BROWN, Secretary of State

June 29, 2012