

P18000035984

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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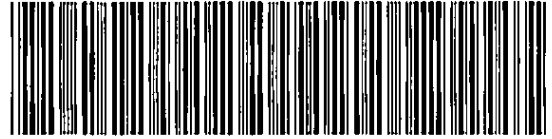
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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APR 20 2018 11:36 AM

18 APR 20 AM 11:36

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**CAPITOL
SERVICES**

Filing Cover Sheet

To: Florida Division of Corporations

From: Kim Tadlock C/O Capitol Services, Inc.

Date: 4/20/2018

Trans#: 972924

Entity Name:

- 1.) BURLINGTON COAT FACTORY OF TEXAS, INC. (DE) CONVERTING INTO BURLINGTON COAT FACTORY OF TEXAS, INC. (FL)

Articles Incorporation ()

Articles of Amendment ()

Articles of Dissolution ()

Annual Report ()

Conversion (XX)

Fictitious Name ()

Foreign Qualification ()

Limited Liability ()

Limited Partnership ()

Merger ()

Reinstatement ()

Withdrawal / Cancellation ()

Other ()

STATE FEES PREPAID WITH CHECK#1205 FOR \$122.50

PLEASE RETURN:

Certified Copy (XX)

Plain Photocopy ()

Good Standing (XX)

Certificate of Fact ()

PL8-35984

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:
BURLINGTON COAT FACTORY OF TEXAS, INC.

Enter Name of Other Business Entity

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

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

on March 8, 2006

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 Profit Corporation as set forth in the **attached Articles of Incorporation**:
BURLINGTON COAT FACTORY OF TEXAS, INC.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: _____
(The effective date: Cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

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.

FILED
18 APR 20 AM 11:36
CLERK OF THE COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

Signed this 20th day of April, 2018.

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an

Incorporator: [Signature]

Printed Name: Robert LaPenta, Jr. Title: Vice President and Treasurer

Required Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: [Signature]

Printed Name: Robert LaPenta, Jr. Title: Vice President and Treasurer

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

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.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

**ARTICLES OF INCORPORATION
OF
BURLINGTON COAT FACTORY OF TEXAS, INC.**

FILED
18 APR 20 AM 11:36
CLERK OF SUPERIOR COURT
JULIA A. HARRIS

ARTICLE ONE

The name of the corporation is **BURLINGTON COAT FACTORY OF TEXAS, INC.** (hereinafter, the "Corporation").

ARTICLE TWO

The address of the principal office and mailing address of the Corporation is:

1830 Route 130 North
Burlington, New Jersey 08016

ARTICLE THREE

The purpose for which the Corporation is organized is to transact any lawful business.

ARTICLE FOUR

This Corporation shall have the authority to issue One Thousand (1,000) shares of common stock having a par value of \$0.01 per share (the "Common Stock"). Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE FIVE

The street address of the Corporation's initial registered office is 1200 South Pine Island Road, Plantation, Florida 33324 and the name of its initial registered agent at such office is CT Corporation.

ARTICLE SIX

The name of the Incorporator and the address of the Incorporator is Christopher Schaub, Esq., 1830 Route 130 North, Burlington, New Jersey 08016.

ARTICLE SEVEN

The directors shall have the power to adopt, amend or repeal By-Laws, except as may be otherwise provided in the By-Laws.

ARTICLE EIGHT

To the fullest extent permitted by applicable law, a director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this ARTICLE EIGHT shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE NINE

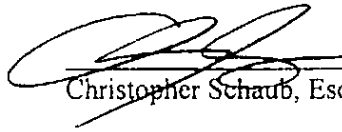
This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by applicable law.

ARTICLE TEN

The Corporation reserves the right to amend or repeal at any time and from time-to-time any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights conferred upon shareholders and directors are granted subject to such reservation.

(Signature page follows)

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida, has signed these Articles of Incorporation this ~~20th~~ ^{22nd} day of April, 2018.

A handwritten signature in black ink, appearing to read 'C. Schaub', is written over a horizontal line.

Christopher Schaub, Esq., Incorporator

CERTIFICATE OF


ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **BURLINGTON COAT FACTORY OF TEXAS, INC.**, a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 20th day of April, 2018.

CT CORPORATION, Registered Agent

By: 
Name: _____
Title: _____
 Judith Argao
 Vice President
 and Assistant Secretary