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No. 6574 P. 1



Articles of Conversion - Business Entities

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - <http://www.FilinginOregon.com> Phone: (503) 886-2200

FILED

JUN 28 2012

REGISTRY NUMBER: 043334-15

**OREGON
SECRETARY OF STATE**

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record.
We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink.

1) NAME OF BUSINESS ENTITY PRIOR TO CONVERSION:

Harry and David

2) TYPE OF BUSINESS ENTITY PRIOR TO CONVERSION:

Oregon Corporation

3) NAME OF BUSINESS ENTITY AFTER CONVERSION:

Harry and David, LLC

4) TYPE OF BUSINESS ENTITY AFTER CONVERSION:

Oregon Limited Liability Company

5) WILL THE CONVERTED ENTITY HAVE CONTINUED EXISTENCE IN OREGON? ☒ YES ☐ NO

6) IF NO, WHERE WILL THE JURISDICTION BE? _____

7) ☒ A COPY OF THE PLAN OF CONVERSION IS ATTACHED.

8) PROVIDE ADDITIONAL INFORMATION REQUIRED FOR NEW ENTITY TYPE

See the Articles of Organization of Harry and David, LLC attached to the Plan of Conversion.

The sole member of Harry and David, LLC will initially be Harry & David Holdings, Inc.

9) EXECUTION: (Must be signed by an officer or director for a corporation, a member or manager for a limited liability company, a general partner for a limited partnership, or a partner for a limited liability partnership.)

By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature: _____

Printed Name:

Michael Schwindle

Title:

Chief Financial Officer and Secretary
for Harry & David Holdings, Inc.
(Member of Harry and David, LLC)

CONTACT NAME: (To resolve questions with this filing.)

HARRY AND DAVID, LLC



4333415-13564447

CNV

FEES

Domestic Required Processing Fee \$100
Foreign Required Processing Fee \$275

Confirmation Copy (Optional) \$5

Processing Fees are nonrefundable. Please make check payable to "Corporation Division."

**PLAN OF CONVERSION
BY WHICH
HARRY AND DAVID
CONVERTS INTO
HARRY AND DAVID, LLC**

THIS PLAN OF CONVERSION (this "Plan") shall become effective at 12:01 a.m. PDT on June 29, 2012 (the "Effective Time") and provides for the conversion of Harry and David (the "Converting Corporation") from an Oregon corporation to an Oregon limited liability company to be known as Harry and David, LLC (the "Company") pursuant to the provisions of Sections 60.472 and 63.470 of the OREGON REVISED STATUTES and in accordance with this Plan (the "Conversion").

RECITALS

WHEREAS the Converting Corporation is a corporation organized and existing under the laws of the State of Oregon and is a wholly owned subsidiary of Harry & David Holdings, Inc., a Delaware corporation ("Holdings"); and

WHEREAS the Board of Directors of the Converting Corporation has adopted, and Holdings, as the sole shareholder of the Converting Corporation, has approved, this Plan;

NOW, THEREFORE, the Converting Corporation shall be converted and reorganized as a limited liability company upon the following terms and conditions:

PLAN

1. **Name.** The name of the limited liability company into which the Converting Corporation will be converted is "Harry and David, LLC".

2. **Conversion.**

(a) At the Effective Time and by virtue of the filing of Articles of Conversion (with a copy of this Plan attached thereto) with the office of the Oregon Secretary of State in accordance with Sections 60.474 and 63.473 of the OREGON REVISED STATUTES, the Converting Corporation shall be converted to the Company in the Conversion.

(b) At the Effective Time, and without any further action, all issued and outstanding shares of the Converting Corporation's common stock, which shares are registered in the name of the Sole Shareholder, shall be converted into the sole membership interest in the Company (as more fully detailed in the proposed operating agreement of the Company) and registered in the name of Holdings, as sole member (the "Member"), and such shares of the Converting Corporation's common stock shall cease to exist.

(c) Effective upon the Conversion, the Company shall be governed by the (i) Articles of Organization attached hereto as Exhibit A, this Plan and the Articles of Conversion and (ii) the operating agreement of the Company entered into in connection with the Conversion by the Member.

3. Effective Time. The Conversion shall become effective upon filing of Articles of Conversion with the Oregon Secretary of State.

4. Management. At the Effective Time, management of the Company shall be vested with the Member.

5. Officers. At the Effective Time, the duly appointed Officers of the Converting Corporation shall become duly appointed Officers of the Company (as more fully detailed in the proposed operating agreement of the Company).

6. Effect of Conversion.

(a) At the Effective Time, all of the rights, privileges, obligations, liabilities and duties of the Converting Corporation; all property of the Converting Corporation, whether real, personal or mixed; all debts of whatever nature owed to the Converting Corporation; and all other things and causes of action of the Converting Corporation shall be vested in the Company and thereafter attach to the Company without further notice or action.

(b) The Converting Corporation shall not be required to wind up its affairs, pay its liabilities or distribute its assets. The Conversion shall constitute a continuation of the existence of the Converting Corporation in the form of the Company.

(c) The Converting Corporation and the Company shall be the same entity.

[signature page follows]

HARRY AND DAVID

By: 
Name: Michael Schwindle
Title: Chief Financial Officer and Secretary

043334-15

Exhibit A

**ARTICLES OF ORGANIZATION
OF
HARRY AND DAVID, LLC**

ARTICLE I

The name of the limited liability company is “Harry and David, LLC” (the “Company”).

ARTICLE II

The Company shall have perpetual existence.

ARTICLE III

The Oregon registered office is 285 Liberty St. NE Suite 370, Salem, Oregon 97301, and the agent for service of process on the Company at such location is Corporation Service Company.

ARTICLE IV

The address where the Division may mail notices is 285 Liberty St. NE Suite 370, Salem, Oregon 97301.

ARTICLE V

The Company shall be member-managed by one or more members.

ARTICLE VI

To the fullest extent the Oregon Limited Liability Company Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of members, a member shall not be liable to the Company or any other member for monetary damages for conduct as a member. Any amendment to or repeal of this Article VI shall not adversely affect any right or protection of a member for or with respect to any acts or omissions of such member occurring prior to such amendment or repeal.