

L070000127114

(Requestor's Name)

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☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

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

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07 DEC 26 PM 4:51  
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CORPORATIONS  
DIVISION  
TALLAHASSEE, FLORIDA

40700000715

~~B. KOHR~~

JAN 07 2008

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 12/27/2007

REF. #: 000631.79046

Attn: Buck Kehr  
07 DEC 26 PM 4:51  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORP. NAME: DISCOUNT AUTO PARTS, INC. converting into DISCOUNT AUTO PARTS, LLC

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION    | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION        | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION  |   |  |
| <input checked="" type="checkbox"/> OTHER: CONVERSION |   |  |

STATE FEES PREPAID WITH CHECK# 524120 FOR \$ 3,750.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN: **120 CERTIFIED COPIES**

- |   |   |   |
|---|---|---|
| <input checked="" type="checkbox"/> <u>120</u> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS                |   |   |

Examiner's Initials

EFFECTIVE DATE 12/30/07

**Certificate of Conversion**

of

**Discount Auto Parts, Inc.**

into

**Discount Auto Parts, LLC**

**FILED**  
07 DEC 26 PM 4:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Certificate of Conversion and the attached Articles of Organization are submitted to convert **Discount Auto Parts, Inc.**, a Florida corporation, into **Discount Auto Parts, LLC**, a Florida limited liability company, pursuant to Section 608.439 and 607.1113, Florida Statutes.

402764

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is "Discount Auto Parts, Inc."
2. The "Other Business Entity" is a corporation, first organized under the laws of Florida on June 9, 1972.
3. The jurisdiction of the "Other Business Entity" has not changed.
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is "Discount Auto Parts, LLC."
5. The address of the Florida Limited Liability Company as set forth in the attached Articles of Organization is 5008 Airport Road, Roanoke, Virginia 24012.
6. The Conversion was unanimously approved by the shareholders and board of directors of Discount Auto Parts, Inc., on December 20, 2007.
7. This Certificate of Conversion shall be effective on December 30, 2007.

Signed this 20th day of December, 2007.

DISCOUNT AUTO PARTS, INC.,  
a Florida corporation

By

Name: Michael O. Moore

Title: Vice President

Treasurer and Secretary

EFFECTIVE DATE 12/30/07

FILED  
07 DEC 26 PM 4:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
DISCOUNT AUTO PARTS, LLC**

The undersigned, acting as the authorized representative of the organizing member of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company:

**ARTICLE I: *Name***

The name of the limited liability company is DISCOUNT AUTO PARTS, LLC (the "Company").

**ARTICLE II: *Address***

The mailing address of the Company is: 5008 Airport Road, Roanoke, Virginia 24012, and the street address of the principal office of the Company is 5008 Airport Road, Roanoke, Virginia 24012.

**ARTICLE III: *Initial Registered Officer & Agent***

The name and Florida street address of the registered agent of the Company are NRAI Services, Inc., 2731 Executive Park Drive, Suite 4, Weston, Florida 33331.

*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, F.S.*



Registered Agent's signature - Geraldine Mirando-Asst. Sec.

#### **ARTICLE IV: *Management***


The Company shall be manager-managed:

<u>Title</u>	<u>Name and Address</u>
Manager	Jimmie L. Wade 5008 Airport Road Roanoke, Virginia 24012
Manager	Michael O. Moore 5008 Airport Road Roanoke, Virginia 24012

#### **ARTICLE V: *Effective Date and Time***

The Articles of Organization shall be effective on December 30, 2007.

Dated this 20th day of December, 2007.

By   
Name: Michael O. Moore  
Title: Authorized Representative