

L08000116712

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

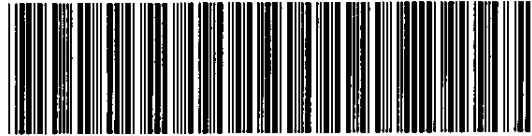
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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12/24/08--01005--016 **25.00

12/24/08--01005--017 **125.00

RECEIVED
08 DEC 24 PM 1:54
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 12/31/08

B. KOHR

DEC 24 2008

EXAMINER

FILED
08 DEC 24 PM 2:45
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA



CT

a Wolters Kluwer business

CT
1203 Governors Square Blvd.
Suite 101
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

December 24, 2008

Secretary of State, Florida
2661 Executive Circle Center
Tallahassee FL 32301

FILED
08 DEC 24 PM 2:15
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12/31/08

Re: Order #: 7447822 SO
Customer Reference 1: Sonic Reorg
Customer Reference 2: None Given

Dear Secretary of State, Florida:

Please obtain the following:

Sonic - FM, Inc. (FL)
Formation
Florida

Sonic - FM, Inc. (FL)
Conversion
Florida

Sonic - FM, Inc. (FL)
Formation
Florida

Sonic - FM Automotive, LLC (FL)
Conversion
Florida

Sonic Automotive - Clearwater, Inc. (FL)
Conversion
Florida

Sonic FM VW, Inc. (FL)
Conversion
Florida

Sonic - Freeland, Inc. (FL)

EFFECTIVE DATE 12/31/08

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

FILED
08 DEC 24 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:
Sonic - FM, Inc.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation P99000067142
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

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

on 7/28/1999
(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:

N/A

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

SAI Fort Myers B, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: Dec. 31, 2008 at 11:59 p.m.
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 15 day of December 2008

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: David P. Cosper
Printed Name: David P. Cosper Title: Manager

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

Signature: David P. Cosper
Printed Name: David P. Cosper 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 Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

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.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

EFFECTIVE DATE

12/31/08

FILED
08 DEC 24 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

SAI Fort Myers B, LLC

(Must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Mailing Address:

7070 Lakes Terrace
Fort Myers, FL 33912

13880 S. Tamiami Trail
Fort Myers, FL 33912

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

CT Corporation System
Name
1200 S. Pine Island Road
Florida street address (P.O. Box NOT acceptable)
Plantation FL 33324
City, State, and Zip

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.

Marie Edwards Asst. Secretary

Marie Edwards

Registered Agent's Signature (REQUIRED)

(CONTINUED)

Page 1 of 2

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR

O. Bruton Smith

5401 E. Independence Blvd.

Charlotte, NC 28212

MGR

B. Scott Smith

5401 E. Independence Blvd.

Charlotte, NC 28212

MGR

David P. Cospes

5401 E. Independence Blvd.

Charlotte, NC 28212

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: December 31, 2008
(OPTIONAL)

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Certificate of Conversion, if an effective date is listed therein.)

REQUIRED SIGNATURE:

David P. Cospes
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

DAVID P. COSPER
Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)