

L1U000123623

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

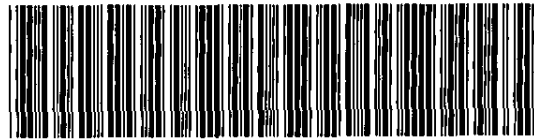
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200187857152

11/29/10--01001--012 **150.00

RECEIVED
10 NOV 24 PM 4:37
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 NOV 24 PM 4:01

B. KOHR

DEC - 1 2010

EXAMINER

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

FILING COVER SHEET
ACCT. #FCA-14

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 NOV 24 PM 4:01

CONTACT: Kim Weidenbach

DATE: 11/24/10

REF. #: 001442.136977

CORP. NAME: AMERICAN TIRE RECYCLING GROUP, INC. converting into: AMERICAN TIRE RECYCLING GROUP, 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: CERTIFICATE OF CONVERSION | | |

STATE FEES PREPAID WITH CHECK# 537544 **FOR \$** 150.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

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

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Division of Corporations

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 NOV 24 PM 4:01

November 29, 2010

KIM WEIDENBACH
CORPDIRECT AGENTS
TALLAHASSEE, FL

SUBJECT: AMERICAN TIRE RECYCLING GROUP, LLC
Ref. Number: W10000055149

We have received your document for AMERICAN TIRE RECYCLING GROUP, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

On page 2 of the certificate of conversion Alfredo Reviati has signed in behalf of the resulting LLC. But Mr. Reviati -- or someone else -- must also sign in behalf of the other business entity -- the corporation that is being converted.

The certificate of conversion requires TWO signatures.

Also, on page 3 of the Articles of Organization, Mr. Kendrick has signed as an "Incorporator". Being that the entity being established is a limited liability company, he should be signing as an "Organizer".

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Regulatory Specialist II

Letter Number: 010A00027634

RECEIVED
10 DEC -1 PM 12:09
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 NOV 24 PM 4:01

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

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:

American Tire Recycling Group, Inc.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Florida

(Enter entity type. Examples: 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 January 6, 2011

(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 Limited Liability Company as set forth in the attached Articles of Organization:

American Tire Recycling Group, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date:

(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.)

[Handwritten signature]

Signed this 30th day of November 2010

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: _____
Printed Name: Alfredo P. Revilla Title: Member

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

Signature: _____
Printed Name: Alfredo P. Revilla Title: Director

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 any General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signatures 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)

ARTICLES OF ORGANIZATION
OF
AMERICAN TIRE RECYCLING GROUP, LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 NOV 24 PM 4:01

The undersigned, for purposes of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

ARTICLE I
Name

The name of the limited liability company is **AMERICAN TIRE RECYCLING GROUP, LLC** (the "Company")

ARTICLE II
Duration

This Company shall exist on the date of the filing of these Articles of Organization with the Secretary of State of Florida. The duration of the Company shall be perpetual.

ARTICLE III
Nature of Business and Mailing Address

This Company is organized for the purpose of transacting any or all lawful business. The mailing address and the street address of the Company's initial principal office is 440 Sawgrass Corporate Pkwy., Suite 212, Sunrise, Florida 33325.

ARTICLE IV
Initial Registered Office Agent

The name of the initial registered agent of the Company is John J. Kendrick III, and the street address of the initial registered office of this Company is 2525 Ponce de Leon Boulevard, Suite 700, Coral Gables, Florida 33134.

ARTICLE V
Indemnification

This Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was manager, member, director or officer of the Company, or is or was serving at the request of this Company as a manager, member, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorney fee's), judgments, fines and amounts paid in settlement and reasonably incurred by him

in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an manager, member, officer, employee, or agent of this Company and such breach constitutes:

(1) a violation of criminal law, unless the manager, member, director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(2) a transaction from which the manager, member, director, officer, employee, agent derived an improper personal benefit, either directly or indirectly; or

(3) recklessness or an act of omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a manger, member, director, officer, employee or agent of this Company in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment of other final adjudication shall not estop such person from establishing that he has reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

This indemnification provided by this Article shall continue as to an indemnified person who has ceased to be a manager, member, director, or officer, or employee and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such a person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each indemnified person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such indemnified person or the obligation of the Company arising hereunder for claims relating to matters occurring prior to repeal or modification.

ARTICLE VI Management

This Company will be managed by the managing members in accordance with the Operating Agreement of the Company. The number of managing members may be increased or diminished from time to time by the Members. The initial managing members, shall serve until the first annual meeting of the managing members, or until their successors are elected and qualified.

The names and street address of the initial managing members of the company are:

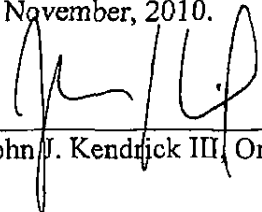
Alfredo P. Revati

440 Sawgrass Corporate Pkwy., Suite 212
Sunrise, Florida 33325

ARTICLE VII
Amendments

This Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned authorized representatives of the initial members have executed these Articles the 30th day of November, 2010.



John J. Kendrick III, Organizer

STATE OF FLORIDA)

) ss:

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 30th day of November, 2010, by John J. Kendrick III, who is personally known before me or who has produced FL. Driver's Lic as identification.





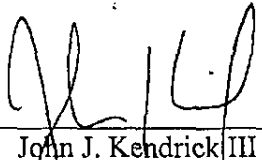
Notary Public, State of Florida

Print Name: Elvia L. Dunkleberger

My Commission Expires: 5/7/13

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

By: 
John J. Kendrick III

Dated: November 30, 2010