

L15000048528

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DEPARTMENT OF STATE  
15 MAR 16 AM 10:55

FILED  
15 MAR 16 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAR 19 2015

T. HAMPTON

89881-510

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 541687 4311473

AUTHORIZATION :

COST LIMIT : \$180.00

*Lyndee Coleman*

ORDER DATE : March 13, 2015

ORDER TIME : 8:41 AM

ORDER NO. : 541687-005

CUSTOMER NO: 4311473

DOMESTIC CONVERSION FILING

NAME: SOUTHERN AUTO FINANCE COMPANY

EFFECTIVE DATE:

XX ARTICLES OF CONVERSION  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 17, 2015

**RESUBMIT**

Please give original  
submission date as file date.

CORPORATION SERVICE COMPANY  
COURTNEY WILLIAMS

SUBJECT: SOUTHERN AUTO FINANCE COMPANY, LLC  
Ref. Number: W15000018868

We have received your document for SOUTHERN AUTO FINANCE COMPANY, LLC and your check(s) totaling \$180.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The title for the conversion is wrong, it should read "Articles of Conversion".

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) 245-6051.

Tammy Hampton  
Regulatory Specialist III

Letter Number: 615A00005349

RECEIVED  
15 MAR 18 AM 11:22  
DIVISION OF CORPORATIONS

**ARTICLES OF CONVERSION**  
**for**  
**SOUTHERN AUTO FINANCE COMPANY,**  
**a Florida corporation,**  
**into**  
**SOUTHERN AUTO FINANCE COMPANY, LLC,**  
**a Florida limited liability company**

The Articles of Conversion and attached Articles of Organization are submitted to convert Southern Auto Finance Company, a Florida corporation, into Southern Auto Finance Company, LLC, a Florida limited liability company, in accordance with §607.1112, §607.1113 and §605.1045, Florida Statutes.

1. Immediately prior to the filing of the Articles of Conversion with the Florida Department of State, the name of the entity converting hereby into a Florida limited liability company was Southern Auto Finance Company, a Florida corporation.
2. Southern Auto Finance Company was incorporated under the laws of the State of Florida on May 22, 1990. **L75314**
3. Effective as of the date of filing of these Articles of Conversion with the Florida Department of State, Southern Auto Finance Company will convert into a Florida limited liability company, the name of which, as set forth in the attached Articles of Organization, shall be Southern Auto Finance Company, LLC and the principal office shall be located at 6700 North Andrews Avenue, Suite 500, Ft. Lauderdale, Florida 33309.
4. The plan of conversion relating to the conversion contemplated hereby has been approved by the sole member of the board of directors and the sole shareholder of Southern Auto Finance Company in accordance with Chapter 607, Florida Statutes.
5. The conversion contemplated hereby complies with all applicable laws relating to corporations incorporated under, and limited liability companies organized under, the laws of the State of Florida.
6. The effective date of the conversion contemplated hereby shall be the date on which these Articles of Conversion are filed with the Florida Department of State.

**FILED**  
15 MAR 16 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Signed on March 13, 2015.

SOUTHERN AUTO FINANCE COMPANY,  
a Florida corporation

By: \_\_\_\_\_  
George Fussell,  
Chief Executive Officer

SOUTHERN AUTO FINANCE COMPANY, LLC,  
a Florida limited liability company

By: \_\_\_\_\_  
George Fussell,  
Sole Manager

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15 MAR 16 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF  
SOUTHERN AUTO FINANCE COMPANY, LLC**

The undersigned, for the purpose of converting Southern Auto Finance Company, a Florida corporation, into a limited liability company under the Florida Revised Limited Liability Company Act, Florida Statutes Chapter 605, as amended, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company is Southern Auto Finance Company, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 6700 N. Andrews Avenue, Suite 500, Ft. Lauderdale, FL 33309.

ARTICLE III - DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT AND ADDRESS

The name and street address of the registered agent and the registered office of the Company in the State of Florida are:

<u>Name</u>	<u>Address</u>
William J. Gross, Esq.	c/o Stearns Weaver Miller et al. 150 West Flagler St., Suite 2200 Miami, FL 33130

ARTICLE V - MANAGEMENT

The Company shall be manager managed. The name and address of the initial manager is:

George Fussell  
6700 N. Andrews Avenue, Suite 500  
Ft. Lauderdale, FL 33309

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TALLAHASSEE, FLORIDA

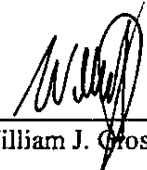
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of  
Organization for the foregoing uses and purposes this March 13, 2015.

  
\_\_\_\_\_  
George Fussell,  
Authorized Representative

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for Southern Auto Finance Company, LLC at the place designated in this certificate, the undersigned hereby 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 her duties, and is familiar with and accepts the obligations of her position as registered agent as provided for in Chapter 605, Florida Statutes.

Dated: March 13, 2015

  
\_\_\_\_\_  
William J. Cross, Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA