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PICK-UP WAIT MAIL
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(Document Number)
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CONVERSION

12/19/23--01007--001 **30.00



A. RAMSEY

COVER LETTER

TO: Registration Division of C					
SUBJECT: Fator Fasteners USA, LLC Name of Florida Limited Liability Company					
	Name of Florida	Limited Liability Compar	ıy		
	es of Conversion and formpany" into an "Othe	· ·			
Please return all cor	respondence concernin	g this matter to:			
Rich Brown	Contact Person				
Fator Fastene					
	Firm/Company				
1482 <u>4 Tomb</u>	all Parkway, Suite 190				
	Address				
Houston Tex	as 77086				
	City, State and Zip Code				
richbrown((a) fatorgroup.com				
	be used for future annual	report notification)			
For further informat	ion concerning this ma	atter, please call:			
Mark H. Selz		at (214) 54	9-5153		
Name of Contact F	Person		ytime Telephone Number		
Enclosed is a check	for the following amou	unt:			
☐ \$25.00 Filing Fee	■ \$30.00 Filing Fee and Certificate of Status	□\$55.00 Filing Fee and Certified Copy	S60.00 Filing Fee, Certified Copy, and Certificate of Status		
Mailing Address: Registration Section Division of Corpora P.O. Box 6327 Tallahassee, FL 323	tions	The Centre (2415 N. Mo Tallahassee,	Section Corporations of Tallahassee nroe Street, Suite 810 FL 32303		
CR2E106 (05/17)		850-245-6000			

FILED

Articles of Conversion For

2023 DEC 19 PH 12 50

Florida Limited Liability Company

"Converted or Other Business Entity"

The Articles of Conversion is submitted to convert the following Florida Limited Liability Company into an "Other Business Entity" in accordance with s. 605.1045, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is:
Fator Fasteners USA, LLC
Enter Name of Florida Limited Liability Company
2. The name of the "Converted or Other Business Entity" is:
Fator Fasteners USA, LLC Enter Name of "Converted or Other Business Entity"
3. The "Converted or Other Business Entity" is a <u>limited liability company</u> (Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law obusiness trust, etc.)
organized, formed or incorporated under the laws of Texas
(Enter state, or if a non-U.S. entity, the name of the country. The formation document is attached (if applicable).
4. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 605, F.S.
5. This conversion shall be effective in Florida on: filing with Florida Dept of State (The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida

<u>Note:</u> If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Department of State; AND 2) must be the same as the effective date of the conversion under the laws governing the

"Other Business Entity.")

- 6. If the "Converted or Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Converted or Other Business Entity":
 - a.) Lists the following street and mailing address of an office the Florida Department of State may send and process served on the department pursuant to 605.0117 and Chapter 48.

Street A	ddress: <u>14824 Tor</u>	14824 Tomball Parkway, Suite 190		
	Houston,	Texas 77086		
Mailing Address: 14824 Tomball Parkway, Suite 190				
	<u>Houston</u>	, Texas 77086		
appra			ed to pay any members having are entitled under ss. 605.1006	
Signed t	his <u>14th</u> day	of December	20_23	
Signatur	re: M 1 H	signed by a Member or Au	thorized Representative	
Printed 1	Name: <u>Mark H. Selz</u>	Title:	Authorized Representaive	
 (Filing Fee: Certified Copy: Certificate of Status:	• •		

Page 2 of 2

Corporations Section P.O.Box 13697 Austin, Texas 78711-3697



Office of the Secretary of State

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument for

Fator Fasteners USA, LLC File Number: [Entity not of Record, Filing Number Not Available]

Converting it to

Fator Fasteners USA, LLC File Number: 805260651

has been received in this office and has been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the conversion on the date shown below.

Dated: 09/20/2023

Effective: 09/20/2023

Phone: (512) 463-5555

Prepared by: Jean Marchione



gave Helson

Jane Nelson Secretary of State

Dial: 7-1-1 for Relay Services

Document: 1286658040002

Filing#:805260651 Document#:1286658040002 Filed On 9/20/2023 received by Upload

CERTIFICATE OF CONVERSION

The undersigned converting entity adopts the following Certificate of Conversion for the purpose of effecting a conversion in accordance with the provisions of the Texas Business Organizations Code.

- 1. The name of the converting foreign for-profit limited liability company is: Fator Fasteners USA, LLC. The jurisdiction of formation of the limited liability company is the State of Florida and its date of formation is August 26, 2016.
- 2. Fator Fasteners USA, LLC is converting to a Texas limited liability company. The name of the limited liability company is: Fator Fasteners USA, LLC.
 - 3. The limited liability company will be formed under the laws of the State of Texas.
 - 4. A copy of the Plan of Conversion is attached to this Certificate.
- 5. The converted entity is a Texas limited liability company. The Certificate of Formation for Fator Fasteners USA, LLC is attached to this Certificate as an attachment to the Plan of Conversion.
- 6. The approval of the Plan of Conversion and the performance of its terms by Fator Fasteners USA, LLC were duly authorized by all actions required by the laws of the State of Florida and by the limited liability company's governing documents.
- 7. Fator Fasteners USA, LLC, the converted entity, is liable for the payment of all fees and franchise taxes and will be obligated to pay same if not timely paid.
- 8. This document becomes effective upon its filing with the Secretary of State of the State of Texas.

9. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Rich Brown

Fator Fasteners USA, LLC By: Richard C. Brown Title: Vice-President

Date: September 19, 2023

PLAN OF CONVERSION

The undersigned limited liability company adopts the following Plan of Conversion for the

purpose of effecting a conversion in accordance with the provisions of the Texas Business

Organizations Code.

1. The name of the converting entity is Fator Fasteners USA, LLC.

2. The name of the converted entity is Fator Fasteners USA, LLC.

3. The converting entity is continuing its existence in the organizational form of the

converted entity.

4. The converted entity will be a limited liability company, organized under the laws of the

State of Texas.

5. The manner and basis of converting the membership interests of the converting entity into

membership interests of the converted entity is, effective with the filing of the Certificate of

Conversion, each percentage of membership interest of the converting entity outstanding

immediately prior to the filing of the Certificate of Conversion and all rights in respect thereof shall,

without any action on the part of the holder thereof, be automatically converted into membership

interests in the converted entity such that the holders of the membership interests will own an equal

percentage of membership interests after the conversion.

6. Attached hereto is a copy of the converted entity's Certificate of Formation.

7. Fator Fasteners USA, LLC, the converted entity, will be liable for the payment of all fees

and franchise taxes and will be obligated to pay same if not timely paid.

Fator Fasteners USA, LLC

By: Richard C. Brown

Title: Vice-President

Date: September 19, 2023

CERTIFICATE OF FORMATION OF FATOR FASTENERS USA, LLC

I, Richard C. Brown, a natural person of the age of 18 years or older, hereby adopt the following Certificate of Formation for a limited liability company under the Texas Business Organizations Code:

ARTICLE I.

The filing entity being formed is a Texas limited liability company. The name of the entity is: Fator Fasteners USA, LLC. The filing entity is being formed under a Plan of Conversion. The converting entity's name and address is: Fator Fasteners USA, LLC, 1990 Main Street, Suite 801, Sarasota, Florida 34236; its date of formation is August 26, 2016; its entity type is a limited liability company; and its jurisdiction of formation is the State of Florida.

ARTICLE II.

The purpose for which the limited liability company is organized is to transact any or all lawful business for which a limited liability company may be organized under the Texas Business Organizations Code.

ARTICLE III.

The limited liability company will have Managers, as that term is used in the Texas Business Organizations Code. The names and addresses of the initial Managers are:

Alejandro Garcia 14824 Tomball Parkway

Suite 190

Houston, Texas 77086

Albino Garcia 14824 Tomball Parkway

Suite 190

Houston, Texas 77086

ARTICLE IV.

The initial registered agent is an organization whose name is Registered Agents, Inc. The business address of the registered agent and the registered office address is 5900 Balcones Drive, Suite 100, Austin, Texas 78731. The initial mailing address of the limited liability company is 14824 Tomball Parkway, Suite 190, Houston, Texas 77086.

ARTICLE V.

Except as otherwise expressly provided by state law, no contract or other transaction between the limited liability company and any other entity shall be affected by the fact that one or more of the Members or Managers is interested in or is a director or officer of such other entity, and any Member or Manager may be a party to or may be interested in any contract or transaction of the limited liability company. No contract or transaction of the limited liability company with any person, firm or association shall be affected by the fact that any Member or Manager is a party to or interested in such contract or transaction, or in any way connected with such person, firm or association; provided that the interest in any such contract or transaction of any such Member or Manager shall be fully disclosed, that such contract or transaction involving such Member or Manager shall be fully disclosed, and that such contract or other transaction shall be authorized or ratified by the vote of a sufficient number of Members not so interested. In the absence of fraud, no Member or Manager having such adverse interest shall be liable to the limited liability company, to any other Member or Manager, to any creditor, or to any other person, firm or association for any loss incurred under or by reason of such contract or transaction, nor shall any such Member or Manager be accountable for any gains or profits realized thereon. In any case described in this Article, any such Member or Manager may be connected in determining the existence of a quorum at any meeting of the Members or Managers which shall authorize or ratify any such contract or transaction.

ARTICLE VI.

Any action required by the Texas Business Organizations Code to be taken at any annual or special meeting of the Members or Managers, or any other action which may be taken at any annual or special meeting of the Members or Managers, may be taken without a meeting, without a quorum being present, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, is signed by the holder or holders of membership interests or Managers having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interests or Managers who would be entitled to vote on such action were present and voted.

ARTICLE VII.

To the fullest extent permitted by the Texas Business Organizations Code and except as otherwise may be provided in the Company Agreement, no Member or Manager shall be liable to the limited liability company or any other Member or Manager for monetary damages for an act or omission within such Member's or Manager's authority in managing the limited liability company, except that this Article does not eliminate or limit the liability of a Member or Manager to the extent the Member or Manager is found liable for: (i) a breach of the duty of loyalty to the limited liability company, the other Members, or the other Managers (ii) an act or omission not in good faith that constitutes a breach of duty to the limited liability company, (iii) an act or omission that involves intentional misconduct or a knowing violation of the law, (iv) a transaction from which the Member or Manager received an improper benefit, whether or not the benefit resulted from an action taken

within the scope of such Member's or Manager's authority, or (v) an act or omission for which the

liability of a Member or Manager is expressly provided for by an applicable statute. Any repeal or

amendment of this Article by the Members shall be prospective only and shall not adversely affect

any limitation on the liability of a Member or Manager existing at the time of such repeal or

amendment. In addition to the circumstances in which a Member or Manager is not liable as set forth

in this Article, the Member or Manager shall not be liable to the fullest extent permitted by any

provision of the statutes of Texas hereafter enacted that further limits the liability of a member or

manager of a limited liability company. The foregoing elimination of liability for monetary damages

shall not be deemed exclusive of any other rights or limitations of liability or indemnity to which a

Member or Manager may be entitled.

ARTICLE VIII.

The name and address of the Organizer of the limited liability company is Richard C. Brown,

14824 Tomball Parkway, Suite 190, Houston, Texas 77086.

ARTICLE IX.

This document becomes effective upon its filing by the Secretary of State of Texas.

The undersigned affirms that the person designated as registered agent has consented to the

appointment. The undersigned has executed this Certificate of Formation subject to the penalties

imposed by law for the submission of a materially false or fraudulent instrument and certifies under

penalty of perjury that the undersigned is authorized to execute this Certificate of Formation.

Rich Brown (Sep 15, 2023 15:39 EDT)
Richard C. Brown, Organizer

Date: Sep 19, 2023