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# SUNSHINE CORPORATE

3458 Lakeshore Drive, Tallahassee, FL 32312

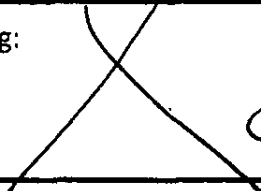
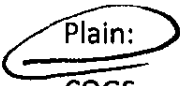
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Date: 12-30-16

Name:	TRUCKS + PARTS OF TAMPA
Document #:	LLC
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Thank you!

**Certificate of Conversion**

converting a

**Florida Corporation**  
("Other Business Entity")

into a

**Florida Limited Liability Company**

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TALLAHASSEE, FLORIDA

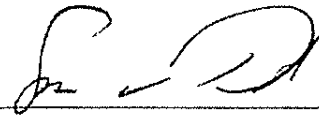
This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida Corporation into a Florida Limited Liability Company in accordance with Section 605.1045, Florida Statutes and Section 607.1113, Florida Statutes.

1. The name of the Florida Corporation ("Other Business Entity") immediately prior to the filing of this Certificate of Conversion is: **Trucks and Parts of Tampa, Inc. (Document No. P06000106838)**.
2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of the State of Florida on November 4, 1975.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: **Trucks & Parts of Tampa, LLC**.
4. Pursuant to the terms and conditions of the conversion effectuated by this Certificate of Conversion, the shares of Trucks & Parts of Tampa, Inc. shall be cancelled and extinguished and in exchange the shareholder of Trucks & Parts of Tampa, Inc. shall receive and be considered to have received membership interests in Trucks & Parts of Tampa, LLC equal in proportion to the shares it held in Trucks & Parts of Tampa, Inc.
5. The conversion will be effective on the date of filing with the Florida Department of State of this Certificate of Conversion.
6. The plan of conversion has been approved in accordance with ss. 605.1041-605.1046.
7. The Florida Limited Liability Company has agreed to pay any shareholders of the "Other Business Entity" having appraisal rights the amounts to which they are entitled under ss. 607.1301-607.1333.

IN WITNESS WHEREOF, the undersigned authorized representative of a member of the Florida Limited Liability Company has executed this Certificate of Conversion for the uses and purposes therein stated on this 28th day of December, 2016.

  
\_\_\_\_\_  
Michael J. Reeves  
Authorized Representative of a Member of  
Trucks & Parts of Tampa, LLC

IN WITNESS WHEREOF, the undersigned officer of the Florida Corporation, which is the Other Business Entity, has executed this Certificate of Conversion for the uses and purposes therein stated on this 28th day of December, 2016.

  
\_\_\_\_\_  
Scott V. Dols, President  
Trucks & Parts of Tampa, Inc.

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**ARTICLES OF ORGANIZATION  
OF  
TRUCKS & PARTS OF TAMPA, LLC**

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The undersigned hereby executes these Articles of Organization for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this limited liability company (the "Company") shall be:

**Trucks & Parts of Tampa, LLC**

**ARTICLE II**

**Principal Office and Mailing Address**

The address of the principal office and mailing address of the Company shall be:

1015 South 50<sup>th</sup> Street  
Tampa, Florida 33619

**ARTICLE III**

**Registered Office and Registered Agent**

The initial registered office of the Company shall be located at 101 E. Kennedy Boulevard, Suite 2700, Tampa, Florida 33602, and the initial registered agent of the Company at such office shall be TK Registered Agent, Inc. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

## **ARTICLE IV**

### **Operating Agreement**

The power to adopt the Operating Agreement of the Company, to alter, amend or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the members of the Company. The Operating Agreement of the Company shall be for the governance of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles of Organization or contrary to the laws of the State of Florida or of the United States.

## **ARTICLE V**

### **Amendment of Articles of Organization**

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned, pursuant to Section 605.0201, Florida Statutes, has executed these Articles of Organization for the uses and purposes herein stated, this 28 day of December, 2016.

  
\_\_\_\_\_  
Michael J. Reeves, Authorized Representative

**TRUCKS & PARTS OF TAMPA, LLC**

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

**DATED** this 28th day of December, 2016.

TK REGISTERED AGENT, INC.

By: 

Michael J. Reeves

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