

L17000003072

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FLORIDA FILING & SEARCH SERVICES, INC.

P.O. BOX 10662 TALLAHASSEE, FL 32302

155 Office Plaza Dr Ste A Tallahassee FL 32301

PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 12-29-16

NAME: HUTCHINGS AUTOMOTIVE PRODUCTS, LLC

TYPE OF FILING: CONVERSION

COST: 25.00 + 125.00

RETURN: PLAIN COPY PLEASE

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TALLAHASSEE, FL 32301

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 4, 2017

FLORIDA FILING & SEARCH SERVICES, INC.

SUBJECT: HUTCHINGS AUTOMOTIVE PRODUCTS, LLC
Ref. Number: W16000086920

We have received your document for HUTCHINGS AUTOMOTIVE PRODUCTS, LLC and the authorization to debit your account in the amount of \$150.00. However, the document has not been filed and is being returned for the following:

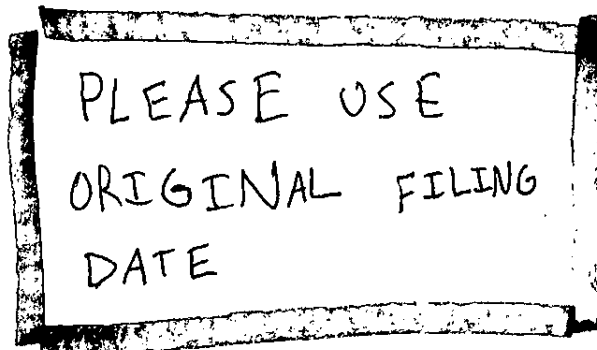
Effective January 1, 2014, all limited liability company forms must be submitted in accordance with the Revised Limited Liability Company Act, Chapter 605, Florida Statutes. The proper form is enclosed for your convenience.

Please return the corrected original and one copy of 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) 245-6052.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 317A00000180



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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 30, 2016

FLORIDA FILING

SUBJECT: HUTCHINGS AUTOMOTIVE PRODUCTS, LLC
Ref. Number: W16000086920

We have received your document for HUTCHINGS AUTOMOTIVE PRODUCTS, LLC and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the jurisdiction and the date on which the converting entity was first created or otherwise came into being.

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Organization, if any.

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) 245-6939.

Terri J Schroeder
Regulatory Specialist III

Letter Number: 516A00027782

Please keep original
file date. Thanks!

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF CONVERSION

For

"OTHER BUSINESS ENTITY"

Into

2016 DEC 29 PM 4: 03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA LIMITED LIABILITY COMPANY

The Articles of Conversion and attached Articles of Organization are submitted to convert the following Florida corporation (the "Other Business Entity") into a Florida limited liability company (the "Florida Limited Liability Company"), in accordance with Section 605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing the Articles of Conversion is: HUTCHINGS AUTOMOTIVE PRODUCTS, INC., a Florida corporation duly organized and existing under the laws of the State of Florida.

2. The Articles of Incorporation of the "Other Business Entity" were duly filed with the Florida Secretary of State on March 3, 1998. The Florida document number for the "Other Business Entity" is P98000021508.

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**: HUTCHINGS AUTOMOTIVE PRODUCTS, LLC.

4. This conversion shall be effective as of the 31st day of December 2016.

5. The Plan of Conversion has been approved in accordance with all applicable statutes.

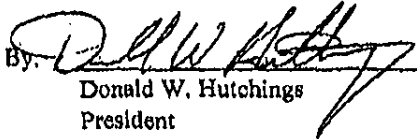
6. All shareholders of the "Other Business Entity" have waived any and all appraisal rights to which they are entitled under Sections 605.1006 and 605.1061-605.1072, Florida Statutes

[SIGNATURE PAGE TO FOLLOW]

Signed on the 31st day of December 2016.

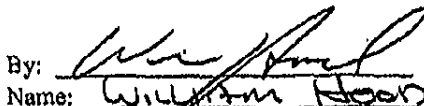
"OTHER BUSINESS ENTITY":

HUTCHINGS AUTOMOTIVE PRODUCTS, INC.,
a Florida corporation

By: 
Donald W. Hutchings
President

FLORIDA LIMITED LIABILITY COMPANY:

HUTCHINGS AUTOMOTIVE PRODUCTS, LLC,
a Florida limited liability company

By: 
Name: William R. Rood
Title: Authorized Representative

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2016 DEC 29 PM 4:03

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[SIGNATURE PAGE TO ARTICLES OF CONVERSION]

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ARTICLES OF ORGANIZATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

HUTCHINGS AUTOMOTIVE PRODUCTS, LLC

The undersigned, acting as the organizer of HUTCHINGS AUTOMOTIVE PRODUCTS, LLC, under the Revised Florida Limited Liability Company Act, Chapter 605, Fla. Stat., adopts, the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is HUTCHINGS AUTOMOTIVE PRODUCTS, LLC (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the limited liability company is 501 Cornwall Rd. Sanford, Florida 32773.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV - Management:

The Company is to be managed by a Manager. The Manager shall be elected as described in the Operating Agreement. The name and address of the manager to serve as the initial manager until the first annual meeting of members or until his successor is elected and qualified is:

<u>Name</u>	<u>Address</u>
Hutchings Holding Company, LLC, a Delaware limited liability company	501 Cornwall Rd. Sanford, Florida 32810

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only as set forth in the Operating Agreement of the Company.

ARTICLE VI - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 605, Fla. Stat.

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be B&C Corporate Services of Central Florida, Inc., and the street address of the Company's initial registered office is 390 N. Orange Avenue, Suite 1400, Orlando, Florida 32801.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated in accordance with the terms of the Operating Agreement of the Company.

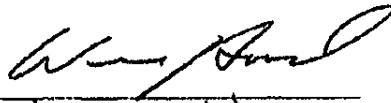
ARTICLE IX - Indemnification:

Each individual or entity who is or was a member, manager, or officer of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member, manager, or officer of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or the Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member, manager or officer existing at the time of such repeal or amendment.

ARTICLE X - Continuation of Business:

Unless dissolved in accordance with the Company's Operating Agreement, the remaining members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member.

IN WITNESS WHEREOF, the undersigned Authorized Representative has executed these Articles of Organization as of the 31st day of December, 2016.

By: 
Name: William Head
Authorized Representative

effective as of the 31st day of December 2016.

[SIGNATURE PAGE TO ARTICLES OF ORGANIZATION]

4810-7686-6109.123434/0001 JDL.jdl

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is HUTCHINGS AUTOMOTIVE PRODUCTS, LLC.

2. The name and address of the registered agent and office is:

B&C Corporate Services of Central Florida, Inc.

390 N. Orange Avenue, Suite 1400

Orlando, Florida 32801

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.

B&C Corporate Services of Central Florida, Inc.

By:

Name:

Title:

Holly Collins

Holly Collins

Vice President

Dated the 31st day of December, 2016.