

L1700175342

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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AUG 16 2017

SUNSHINE CORPORATE FILING OF FLORIDA INC.

3458 Lakeshore Drive

Tallahassee, Florida 32312

(850) 656-4724

DATE 8-16-17
****WALK IN****

ENTITY NAME PSL Auto Parts, Inc.
(Karen ~ LLC)

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

_____ Plain Copy
_____ Certified Copy
_____ Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

_____ Certified Copy of Arts & Amendments
_____ Certificate of Good Standing

****APOSTILLE / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL \$ OWED 150.00
CHECK # 3975

Please call Tina at the above number for any issues or concerns. Thank you so much!

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

The Articles 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.605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is:
PSL Auto Parts, Inc. (2074882124981)

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Corporation
(Enter entity type. Example: corporation, limited partnership, 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 11/19/2007
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:
PSL Auto Parts, LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: _____
(The effective date: Cannot be prior to date of receipt or filed date nor more than 90 calendar days after the date this document is filed by the Florida Department of State.)
Note: 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.

5. The plan of conversion has been approved in accordance with all applicable statutes.

6. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

Signed this 16th day of August 20 17.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: [Signature]

Printed Name: Wayne Sloat

Title: Manager

By: Karen Montano, Attorney-in-Fact

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

Signature: [Signature]

Printed Name: Wayne A. Sloat

Title: Director

By: Karen Montano, Attorney-in-Fact

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 one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Articles of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

17

ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
PSL Auto Parts, LLC

Article II. Address

The street address of the Company's initial principal office is:
PSL Auto Parts, LLC
8896 US Highway 1
Port St Lucie FL 34952

The mailing address of the Company's initial principal office is:
PSL Auto Parts, LLC
745 SE Monterey Rd.
Stuart FL 34994

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Mark Brechbill
215 SW Federal Hwy Ste 200
Stuart FL 34994

Article IV. Classes of Membership

The Company's Operating Agreement provides for a number of classes of membership that bestow specific rights and obligations on the members of each class, depending on the member's participation in that class. These rights and obligations are unique to each class and may include the right to become a member; vote; receive guaranteed payments or preferential distributions, either upon liquidation or prior to liquidation; the ability to collateralize their membership interest; as well as any obligation to provide additional capital, or guarantee debt. The Operating Agreement may also place restrictions on the ability to control or influence the management of the Company, the timing and payment of distributions, the allocation of profits, losses, and ownership, the transferability of a member's membership interest.

Mark Brechbill, PLLC
215 SW Federal Hwy Ste 200
Stuart FL 34994
772-220-3380 x 100

including the right to vote that interest, and the liquidation or dissolution of the Company.

Article V. Transferability of Membership Interests

Except as otherwise provided in the Operating Agreement, no member may transfer all or any part of his or her interest to any person, whether voluntarily, involuntarily or by operation of law, without the prior written consent of all of the members, which consent may be withheld in the sole and absolute discretion of the members. Transfer includes the sale, exchange, pledge, encumbrance or other transfer or disposition by a member of any part of his or her interest, whether for valuable consideration or as a gift.

Furthermore, in no event shall any transferee or assignee of an interest have any right to be admitted to the Company as a member, whether or not the transfer was approved by the prior written consent of all of the members. If a transfer of a member's interest is approved by the prior written consent of the members, but the transferee is not admitted to the Company as a member, then the transferee shall have no right to become a member, to participate in the management of the Company, or to exercise any of the rights or powers of a member. The transferee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the transferor was entitled, to the extent assigned, pursuant to the rights and obligations of that class of membership interest as delineated in the Company's Operating Agreement.

Article VI. Distributions

Unless otherwise provided in the Company's Operating Agreement, distributions upon liquidation, or prior to liquidation, guaranteed payments for services or guaranteed payments for the use of capital, and any other return of capital, preferential or otherwise, is at the sole and absolute discretion of the Manager, who is not required to be a member, and whose election, appointment, or removal may be restricted by the Operating Agreement, or may require the written consent of all voting members, or of the Manager.

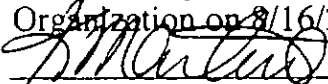
Article VII. Management

The Company will be Manager managed, and the Manager may, but does not have to be a member. The name and address of the Manager is:

Wayne Sloat
8896 US Highway 1
Port St Lucie FL 34952

Mark Brechbill, PLLC
215 SW Federal Hwy Ste 200
Stuart FL 34994
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The undersigned authorized representative of a member executed these Articles of
Organization on 8/16/2017.



MARK BRECHBILL, PLLC

by Karen Montano, Attorney-in-Fact

Mark Brechbill, PLLC
215 SW Federal Hwy Ste 200
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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

PSL Auto Parts, LLC


REGISTERED AGENT/OFFICE:

Mark Brechbill

215 SW Federal Hwy Ste 200

Stuart FL 34994

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



MARK BRECHBILL

by Karen Montano, Attorney-in-Fact

Date: August 16, 2017.

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