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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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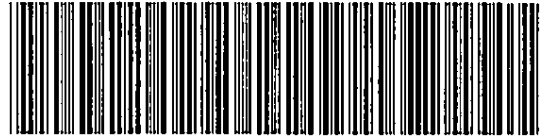
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FL

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Of Counsel

John B. Fassett

Of Counsel

April 19, 2019

Registration Section
Florida Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Rush Investments, L.L.C. (the "Company")

Dear Sir/Madam:

Enclosed please find the following documents to convert the Company from a Missouri limited liability company to Rush Investments of Southwest Florida, LLC, a Florida limited liability company:

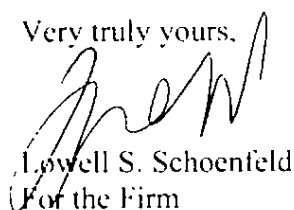
1. Articles of Conversion; and
2. Articles of Organization.

Also enclosed is our check in the amount of \$180.00 payable to Florida Department of State, being filing fees and a certified copy of this conversion. Kindly send the certified copy to my attention in the enclosed self-addressed envelope.

If you have any questions, please call at your convenience.

With best personal regards,

Very truly yours,



Lowell S. Schoenfeld
For the Firm

LSS/poh
Enclosures
200.100

00556182.100CX/1

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:
RUSH INVESTMENTS, L.L.C.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a LIMITED LIABILITY COMPANY
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of MISSOURI
(Enter state, or if a non-U.S. entity, the name of the country)

on May 28, 1996
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:
RUSH INVESTMENTS OF SOUTHWEST FLORIDA, LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: APRIL 17, 2019

(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.

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TALLAHASSEE, FL

Signed this 17TH day of APRIL 2019.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: [Signature]
Printed Name: LOWELL S. SCHOENFELD Title: AUTHORIZED REPRESENTATIVE

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

Signature: [Signature]
Printed Name: LOWELL S. SCHOENFELD Title: AUTHORIZED REPRESENTATIVE

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)

Articles of Organization

of

Rush Investments of Southwest Florida, LLC

A Florida Limited Liability Company

1. **Name.** The name of this limited liability company is Rush Investments of Southwest Florida, LLC (the "Company"), and it shall be formed as a Florida limited liability company under Chapter 605, Florida Statutes.

2. **Duration.** The Company shall exist from the date of filing of these Articles of Organization with the Florida Secretary of State, and the Company's existence shall be perpetual.

3. **Purpose.** The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of the State of Florida.

4. **Place of Business.** The mailing address of the Company's principal office is 10453 Solaro Street, Fort Myers, Florida 33913, and the street address of the Company's principal office is 10453 Solaro Street, Fort Myers, Florida 33913.

5. **Registered Agent and Office.** The name of the initial registered agent of the Company is GSK Registered Agents, Inc. The street address of the initial registered agent of the Company is 1380 Royal Palm Square Boulevard, Fort Myers, Florida 33919.

6. **Management of the Company.** The Company shall be managed by a Manager or Managers and is, therefore, a manager-managed company. Edwin J. Rush shall serve as the initial Manager of the Company.

7. **Additional Members.** Except as otherwise provided in an Operating Agreement adopted for the Company, additional Members to the Company may be admitted, but only upon the unanimous consent of all Members of the Company at the time admission is sought.


8. **Operating Agreement.** The Members shall have the power to adopt, alter, amend, or repeal an Operating Agreement for the Company containing provisions for the regulation and management of the affairs of the Company.

9. **Voting.** The Company is authorized to issue membership units with voting rights and membership units without voting rights.

10. **Certificated Interests.** The Members' interests in the Company may be evidenced by certificates.

11. Transfer of Interest. Except as otherwise provided in an Operating Agreement adopted for the Company, no Member shall have the right to transfer any interest in the Company without the unanimous written agreement of all Members. If the non-transferring Members do not approve the transfer, the transferee of the interest of the transferring Member shall have no right to become a Member or to participate in the management of the business and the affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferring Member otherwise would be entitled by virtue of membership.

The undersigned executed these Articles of Organization effective as of April 17, 2019. In accordance with the Act, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

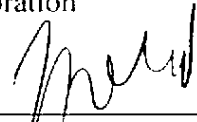


Lowell S. Schoenfeld, Authorized
Representative

Acceptance by Registered Agent

Having been named Registered Agent and designated to accept service of process for Rush Investments of Southwest Florida, LLC, at the place designated herein, and being familiar with the obligations of that position, GSK Registered Agents, Inc., hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of the Registered Agent.

GSK Registered Agents, Inc., a Florida
corporation

By: 

Lowell S. Schoenfeld, Vice
President

Dated: April 17, 2019