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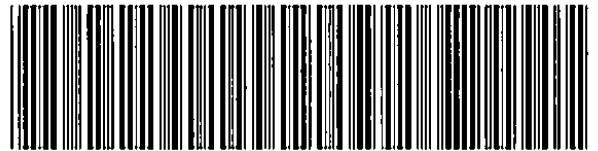
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To: Florida Division of Corporations

From: LESLIE SELLERS C/O Capitol Services, Inc.

Date: 12/22/2020

Trans#: 1170685

**Entity Name: RUSCO OF BROOKSVILLE, INC. (FL) CONVERTING INTO RUSCO
OF BROOKSVILLE, LLC (FL)**

Articles Incorporation ()

Articles of Dissolution ()

Conversion (XXX))

Foreign Qualification ()

Limited Partnership ()

Reinstatement ()

Other ()

Articles of Amendment ()

Annual Report ()

Fictitious Name ()

Limited Liability ()

Merger ()

Withdrawal / Cancellation ()

STATE FEES PREPAID WITH CHECK #2036 FOR \$155.00 ?

PLEASE RETURN:

Certified Copy () Plain Photocopy ()

Good Standing (XXX) Certificate of Fact ()


ARTICLES OF CONVERSION

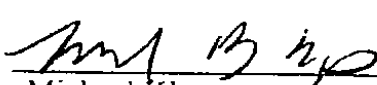
Pursuant to the provisions of Section 605.1045 of the Florida Statutes, RUSCO OF BROOKSVILLE, INC., a Florida corporation, hereby delivers these ARTICLES OF CONVERSION for the purpose of converting RUSCO OF BROOKSVILLE, INC., from a Florida corporation to a Florida limited liability company pursuant to the provisions of Section 605.1045 of the Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is Rusco of Brooksville, Inc.
2. The "Other Business Entity" is a corporation, first formed in the State of Florida effective on September 10, 1984.
3. The name of the limited liability company as set forth in the attached Articles of Organization is Rusco of Brooksville, LLC.
4. The conversion will be effective on January 1, 2021.
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 Sections 605.1006 and 605.1061 – 605.1072 of the Florida Statutes.

RUSCO OF BROOKSVILLE, INC.,
a Florida corporation

RUSCO OF BROOKSVILLE, LLC,
a Florida limited liability company

By: 
Name: Michael Klump
Title: President
Date: 12/15/20

By: 
Name: Michael Klump
Title: President
Date: 12/15/20

2020 DEC 22 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FL

**ARTICLES OF ORGANIZATION
OF
RUSCO OF BROOKSVILLE, LLC**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FL

The undersigned hereby organizes a limited liability company under the provisions of the Florida Revised Limited Liability Company Act (the "Act"), and pursuant to the following Articles of Organization:

ARTICLE 1

Name

The name of this limited liability company is RUSCO OF BROOKSVILLE, LLC (hereafter, the "Company").

ARTICLE 2

Powers

This Company shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including, without limitation, the power to:

- (a) sue and be sued, and defend, in its name;
- (b) purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located;
- (c) sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of all or any part of its property;
- (d) purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests in or obligations of any other entity;
- (e) make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations, which may be convertible into or include the option to purchase other securities of the Company; or make contracts of guaranty and

suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the Company; a corporation which owns, directly or indirectly, a majority of the outstanding membership interests of the Company; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding membership interests of the Company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the Company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the Company;

- (f) lend money, invest or reinvest its funds, and receive and hold real or personal property as security for repayment;
- (g) conduct its business, locate offices, and exercise the powers granted by the Act within or without the state of Florida;
- (h) select managers and appoint officers, directors, employees, and agents of the Company, define their duties, fix their compensation, and lend them money and credit;
- (i) make donations for the public welfare or for charitable, scientific, or educational purposes;
- (j) pay pensions and establish pension plans, pension trust, profit-sharing plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former managers, members officers, agents, and employees;
- (k) be a promoter, incorporator, shareholder, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity; and
- (l) make payments or donations or do any other act not inconsistent with law that furthers the business of the Company.

ARTICLE 3

Effective Date

This Company shall have perpetual existence, commencing on January 1, 2021.

ARTICLE 4

Mailing Address and Principal Office

The mailing address and the street address of the principal office of the Company is 13360 Chambord Street, Brooksville, FL 34613.

ARTICLE 5

Initial Registered Office and Agent

The street address of the initial registered office of this Company is 13360 Chambord Street, Brooksville, FL 34613, and the name of the initial registered agent of this Company at that address is Laurel L. Welte.

ARTICLE 6

Management of the Company

The Company is to be managed by one or more managers and is, therefore, a manager-managed company. The names and addresses of the initial managers of the Company are:

Jason Welte
13360 Chambord Street
Brooksville, FL 34613

Nick Bueno
13360 Chambord Street
Brooksville, FL 34613

Michael Klump
13360 Chambord Street
Brooksville, FL 34613

ARTICLE 7

Indemnification

The Company shall indemnify its managers and members to the fullest extent authorized by law.

IN WITNESS WHEREOF, the undersigned authorized representative of the sole member has executed these Articles of Organization this 15th day of December, 2020.



MICHAEL KLUMP, Authorized Representative

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE OF
RUSCO OF BROOKSVILLE, LLC**

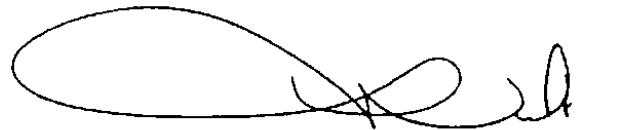
Pursuant to the provisions of Section 605.0113 of the Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is: RUSCO OF BROOKSVILLE, LLC.
2. The name and address of the registered agent and office is:

Laurel L. Welte
13360 Chambord Street
Brooksville, FL 34613

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 as provided for in Chapter 605, Florida Statutes.

Dated: December 15, 2020.



LAUREL L. WELTE

SECRETARY OF STATE
TALLAHASSEE, FL

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