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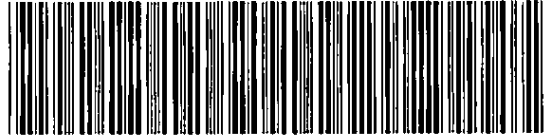
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

T. BURCH
APR 12 2021

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HAROLD E. WOLFE, JR. *

* ADMITTED TO BARS OF:

FLORIDA
GEORGIA
ALABAMA

* FLORIDA BAR BOARD
CERTIFIED TAX ATTORNEY
* FLORIDA BAR BOARD
CERTIFIED WILLS, TRUSTS,
AND ESTATES ATTORNEY

April 9, 2021

PERSONAL AND CONFIDENTIAL

**BY EMAIL TO: Gina.McLeod@DOS.MyFlorida.com
AND BY UPS**

Ms. Gina McLeod
Messrs Tim Burch and Matthew Moon
Supervisor, Bureau of Commercial Recording
Florida Department of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

**RE: Articles of Conversion of Budget Auto Parts of Orlando, Inc.,
into Budget U Pull It of Orlando, LLC**

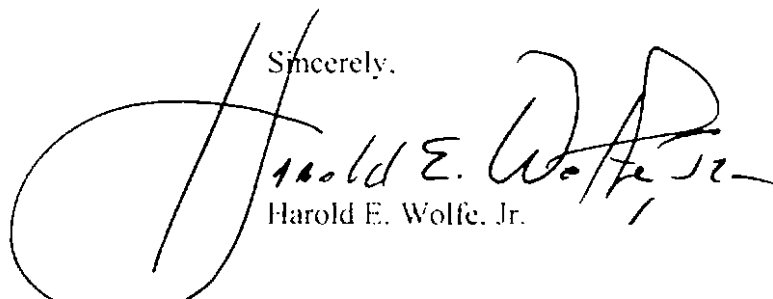
Dear Ms. McLeod:

On December 30, 2020 we sent the attached Letter and enclosures to the New Filing Section of the Division of Corporations, 2661 Executive Center Circle, Tallahassee, FL 32301 regarding the above-referenced Articles of Conversion. To date the filing has not been processed at the Department of State and we believe that the package is sitting somewhere at the Department of State. Given that the documents had multiple signatures of members who live in different states, it took a while to obtain the final signatures.

We would appreciate if you could attempt to track down the package, or in the alternative process the attached color copy of the documents. The check that was enclosed with the package to date has not been cashed. We are sending a second check with this letter in the amount of \$185.00 in payment of the fee.

We thank you in advance for taking time to address this issue. Should there be other questions please feel free to call us.

Sincerely,


Harold E. Wolfe, Jr.

HEW/ejn
Enclosures

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OCT 12 PM 4:35
CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF CONVERSION
OF
BUDGET AUTO PARTS OF ORLANDO, INC.
INTO
BUDGET U PULL IT OF ORLANDO, LLC**

In accordance with Fla. Stat. §§605.1041(2), 605.1043(2), 605.1045, 607.1112, 607.1113 and 607.1114, these Articles of Conversion and the attached Articles of Organization are submitted to the Florida Department of State to convert **Budget Auto Parts of Orlando, Inc.**, a Florida for profit corporation, into **Budget U Pull It of Orlando, LLC**, a Florida limited liability company, in accordance with the requirements set forth in Fla. Stat. §§605.1045 and 607.1113. In order to accomplish such conversion, the following information required that Fla. Stat. §§605.1045 and 607.1113 is hereby submitted:

1. The name of the Florida for profit corporation converting into a Florida limited liability company prior to the filing of these Articles of Conversion is **Budget Auto Parts of Orlando, Inc.**
2. **Budget Auto Parts of Orlando, Inc.** was originally formed in the State of Florida on January 20, 1998, as a Florida for profit corporation governed under Chapter 607 of the Florida Statutes, the Florida Business Corporation Act.
3. The name of the Florida limited liability company, the converting entity, into which the Florida profit corporation will be converted is **Budget U Pull It of Orlando, LLC.**, all is set forth in the attached Articles of Organization (attached hereto as "Exhibit 1").
4. The above-referenced Florida for profit corporation, **Budget Auto Parts of Orlando, Inc.** (The "Other Business Entity") has converted into a Florida limited liability company, **Budget**

U Pull It of Orlando, LLC, in compliance with Chapter 607 of the Florida Statutes and Fla. Stat. §607.1113 and the conversion complies with the applicable laws governing the "Other Business Entity" as set forth in Fla. Stat. §607.1113(1)(a).

5. The plan of conversion was approved by the Florida for profit corporation, **Budget Auto Parts of Orlando, Inc.**, in accordance with Chapter 607 of the Florida Statutes and Fla. Stat. §607.1113(1)(b).

6. This conversion is effective under the laws governing the "Other Business Entity", the Florida for profit corporation, **Budget Auto Parts of Orlando, Inc.**, on the day of filing these Articles of Conversion with the Florida Department of State.

7. The "Other Business Entity's" principal office address, including street and number is 881 Ninth Street, Winter Garden, FL 34787.

8. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under Fla. Stat. §§607.1301 through 607.1333 of the Florida Statutes. The converting entity has agreed to pay to the members of any limited liability company with appraisal rights the amount to which such members are entitled under Fla. Stat. §§605.1006 and 605.1061 through 605.1072.

9. The plan of conversion has been approved in accordance with all applicable statutes governing Florida limited liability companies including Fla. Stat. §§605.1041 - 605.1046.

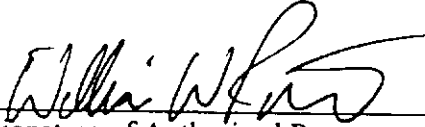
10. The effective date of this conversion shall be the day upon which these Articles of Conversion are filed with the Florida Department of State.

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11. The converting entity, **Budget U Pull It of Orlando, LLC.**, shall retain the Subchapter S election of the converted entity, **Budget Auto Parts of Orlando, Inc.**, all pursuant to Subchapter S of the Internal Revenue Code of 1986, as amended, I.R.C. §1361 et seq. of the Code.

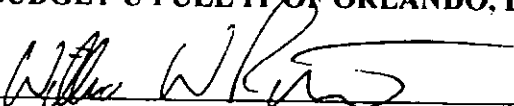
Signed on October 26th, 2020.

**SIGNATURE ON BEHALF OF FLORIDA
PROFIT CORPORATION,
BUDGET AUTO PARTS OF ORLANDO, INC.:**

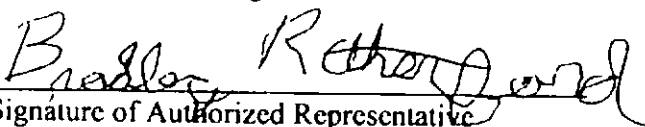


Signature of Authorized Representative
WILLIAM W. RUTHERFORD
Title: President/Director


**SIGNATURES OF MEMBER OR AUTHORIZED
REPRESENTATIVES OF LIMITED LIABILITY COMPANY,
BUDGET U PULL IT OF ORLANDO, LLC:**



Signature of Authorized Representative
WILLIAM W. RUTHERFORD
Title: Member/Manager



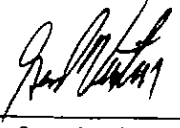
Signature of Authorized Representative
BRADLEY RUTHERFORD
Title: Member



Signature of Authorized Representative
JAMES VERTUCCI
Title: Member

[SIGNATURES CONTINUED ON FOLLOWING PAGE]

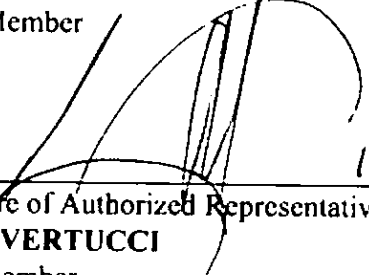



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Signature of Authorized Representative

GERARD VERTUCCI

Title: Member


10/29/2020

Signature of Authorized Representative

GARY VERTUCCI

Title: Member

EXHIBIT 1
ARTICLES OF ORGANIZATION
OF
BUDGET U PULL IT OF ORLANDO, LLC

We, the undersigned, hereby form and create a limited liability company pursuant to Chapter 605 and Fla. Stat. §605.201 of the laws of the State of Florida, and do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and hereby state and certify the following:

ARTICLE I - NAME OF LIMITED LIABILITY COMPANY

In accordance with Fla. Stat. §§605.0112 and 605.0201(2)(a), the limited liability company's name shall be "**BUDGET U PULL IT OF ORLANDO, LLC**".

ARTICLE II - PERIOD OF DURATION OF LIMITED LIABILITY COMPANY

This limited liability company shall have an indefinite duration in accordance with Fla. Stat. §605.0108(3). This limited liability company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §§605.0201(4) and 605.0207.

ARTICLE III - LOCATION OF PRINCIPAL OFFICE

As required under Fla. Stat. §605.0201(2)(b), the mailing and street address of this limited liability company's principal office is as follows:

Mailing and Street Address:
881 Ninth Street, Winter Garden, FL 34787

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ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's initial registered address in the State of Florida is 10366 Birch Tree Lane, Windermere, Florida 34786. The name of the registered agent at such registered office is **WILLIAM W. RUTHERFORD**. The written acceptance of the Company's initial registered agent as required under Fla. Stat. §605.0201(2)(c) is affixed to the end of these Articles.

ARTICLE V - ADMISSION OF NEW MEMBERS

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof. In accordance with Fla. Stat. §605.0403(5)(or successor section), any Member who fails to make a required capital contribution under the terms of the Operating

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Agreement shall forfeit such defaulting Member's membership interest and such individual shall not become a Member of this limited liability company.

ARTICLE VI - CONTINUATION OF BUSINESS

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the duration set forth in Article II hereof.

ARTICLE VII - COMPOSITION OF MANAGEMENT

In accordance with Fla. Stat. §605.0201(3)(a), this limited liability company shall be managed by a Manager-managed company for purposes of Fla. Stat. §605.0407 and other relevant provisions of Chapter 605 of the Florida Statutes. This limited liability company shall be managed, as a Manager-managed limited liability company, by a single Manager, **WILLIAM W. RUTHERFORD**. Accordingly, this limited liability company is to be a Manager-managed company as set forth in Fla. Stat. §§605.0407(1)(a) and 605.0201(3)(a) and shall be so managed by **WILLIAM W. RUTHERFORD**, provided, however, that **WILLIAM W. RUTHERFORD** may be removed as Manager upon a vote of a majority of membership units herein. Upon the resignation, death, retirement, removal (by a majority of members) or written consent to a successor Manager, of **WILLIAM W. RUTHERFORD**, in such event, a successor Manager shall be selected (i) in accordance with any then adopted operating agreement governing this limited liability company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of Members

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holding a majority of Units in this limited liability company. In accordance with the foregoing, the name and address of the Manager of this limited liability company is:

Name of Manager

Address

William W. Rutherford

10366 Birch Tree Lane
Windermere, FL 34786

Notwithstanding anything to the contrary contained in Fla. Stat. §605.0407 or §605.0404(2) (or successor sections) the Manager shall have sole discretion in making decisions to make distributions to members from this limited liability company. Furthermore, since this limited liability company is to be a manager-managed company, the Managers herein named shall have all of the rights afforded under Fla. Stat. §605.0407(3) (or successor statute); and the rights afforded the Managers hereunder shall not be abridged by any subsequent amendments to this limited liability company's operating agreement.

ARTICLE VIII – OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is ten thousand (10,000) units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited

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liability company in an amount specified in the Operating Agreement or as specified in Fla. Stat. §605.0404 if the Operating Agreement is silent as to that matter.

ARTICLE IX – PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 605 of the Florida Statutes. Additionally, this limited liability company shall engage in the business of all facets of the auto salvage business and the ownership of real estate.

ARTICLE X - STATEMENT OF AUTHORITY

This limited liability company may file a statement of authority as so provided in Fla. Stat. §605.0302. Such statement of authority may encompass all or any matters set forth in Fla. Stat. §605.0302.

ARTICLE XI -OPERATING AGREEMENT

This limited liability company may adopt an "Operating Agreement" which shall govern the operations of this limited liability company, shall prescribe the method for electing managers and designating successors (except as provided in Article VIII hereof), shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Such Operating Agreement shall comply with provisions of Fla. Stat. §§605.0105 and 605.0106; provided, however, that any amendment or alternation of the Operating Agreement of this limited liability company shall strictly comply with any amendment procedure contained in the Operating Agreement unless all Members unanimously otherwise agree in writing. The provisions of Chapter 605 of the Florida Statutes entitled the "Florida Revised Limited Liability Company Act" shall govern this limited liability company except to the extent

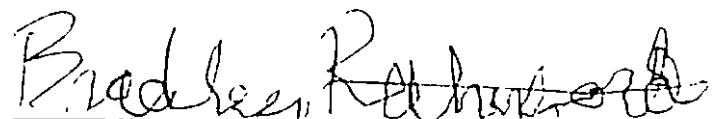
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overridden by specific provisions of any Operating Agreement then governing this limited liability company.


IN WITNESS WHEREOF, the undersigned, members of this limited liability company have executed these Articles of Organization on this 26th day of October, 2020.


BUDGET U PULL IT OF ORLANDO, LLC


WILLIAM W. RUTHERFORD, Member


BRADLEY RUTHERFORD, Member


JAMES VERTUCCI, Member


GERARD VERTUCCI, Member


GARY VERTUCCI, Member

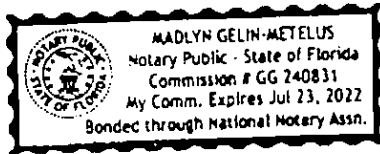
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STATE OF FLORIDA)
) ss:
COUNTY OF ORANGE)

I HEREBY CERTIFY that on this 22 day of December, 2020, before me, an officer duly authorized to administer oaths and take acknowledgments in the state and county aforesaid, the foregoing instrument was acknowledged by means of ☐ physical presence or ☐ online notarization by **WILLIAM W. RUTHERFORD**, ☐ who is personally known to me, or ☐ who has produced *William W. Rutherford* as identification, and he acknowledged to me that he executed this document freely and voluntarily for the purposes herein expressed.

(STAMP/SEAL)

Madlyn Gelin-Metelus
Notary Public-State of Florida



STATE OF FLORIDA)
) ss:
COUNTY OF POLK)

I HEREBY CERTIFY that on this 17th day of November, 2020, before me, an officer duly authorized to administer oaths and take acknowledgments in the state and county aforesaid, the foregoing instrument was acknowledged by means of ☒ physical presence or ☐ online notarization by **BRADLEY RUTHERFORD**, ☐ who is personally known to me, or ☒ who has produced *DL* as identification, and he acknowledged to me that he executed this document freely and voluntarily for the purposes herein expressed.

(STAMP/SEAL)

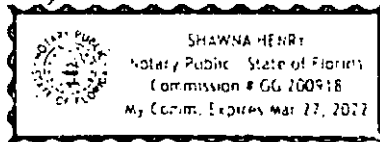
Lorie Sellers
Notary Public-State of Florida



STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this 29 day of October, 2020, before me, an officer duly authorized to administer oaths and take acknowledgments in the state and county aforesaid, the foregoing instrument was acknowledged by means of ☐ physical presence or ☐ online notarization by **JAMES VERTUCCI**, ☐ who is personally known to me, or ☒ who has produced V-S. Passport as identification, and he acknowledged to me that he executed this document freely and voluntarily for the purposes herein expressed.

(STAMP/SEAL)

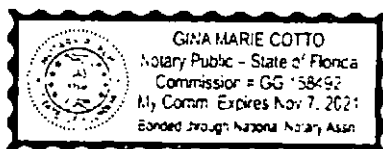


Shawna Henry
Notary Public-State of Florida

STATE OF Florida)
) ss:
COUNTY OF Mittrich)

I HEREBY CERTIFY that on this 26th day of October, 2020, before me, an officer duly authorized to administer oaths and take acknowledgments in the state and county aforesaid, the foregoing instrument was acknowledged by means of ☒ physical presence or ☐ online notarization by **GERARD VERTUCCI**, ☐ who is personally known to me, or ☒ who has produced Florida Drivers License as identification, and he acknowledged to me that he executed this document freely and voluntarily for the purposes herein expressed.

(STAMP/SEAL)



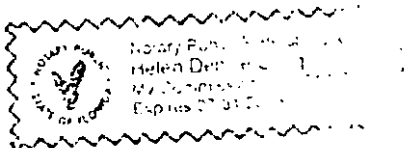
Gina Marie Cotto
Notary Public-State of Florida

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this 29 day of October, 2020, before me, an officer duly authorized to administer oaths and take acknowledgments in the state and county aforesaid, the foregoing instrument was acknowledged by means of ☒ physical presence or ☐ online notarization by **GARY VERTUCCI**, ☐ who is personally known to me, or ☐ who has produced DL as identification, and he acknowledged to me that he executed this document freely and voluntarily for the purposes herein expressed.

(STAMP/SEAL)


Helen D Craig
Notary Public-State of Florida
Helen D Craig





**CERTIFICATION DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Section 605.0113, Florida Statutes, the following is submitted:

That **BUDGET U PULL IT OF ORLANDO, LLC**, desiring to organize or qualify under the laws of the State of Florida as a limited liability company with its principal place of business in the City of Winter Garden, County of Polk, State of Florida, has named **WILLIAM W. RUTHERFORD**, as its agent to accept service of process.

Signature: 
WILLIAM W. RUTHERFORD
Title: **Incorporating Member**
Date: **October 22, 2020**
~~December~~

Signature: 
BRADLEY RUTHERFORD
Title: **Incorporating Member**
Date: **October 17th, 2020**
~~November~~

Signature: 
JAMES VERTUCCI
Title: **Incorporating Member**
Date: **October 25th, 2020**

Signature: 
GERARD VERTUCCI
Title: **Incorporating Member**
Date: **October 26th, 2020**

Signature: 
GARY VERTUCCI
Title: **Incorporating Member**
Date: **October 29th, 2020**

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Revised Limited Liability Company Act, Chapter 605 of the Florida Statutes and Florida Statutes §605.0113, the undersigned does hereby accept his appointment as Registered Agent on whom process may be served within the State of Florida for this limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:



WILLIAM W. RUTHERFORD

DATE: ^{December} ~~October~~ 22, 2020

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA