

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA0000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

Foreign Limited Liability Company
Volvo Group North America, LLC

Certificate of Status	0
Certified Copy	0
Page Count	10
Estimated Charge	\$125.00

File 2nd

After
Withdrawal

H10000278321

J. BRYAN

JAN - 3 2011

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Volvo Group North America, LLC

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Therence G. Pickett, Manager

Name of Person

Volvo Group North America, LLC

Firm/Company

7900 National Service Road, CC 2/7

Address

Greensboro, NC 27409

City/State and Zip Code

evelyn.moore@volvo.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Evelyn M. Moore

Name of Person

At (336)

191-2268

Area Code & Daytime Telephone Number

MAILING ADDRESS:

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

STREET ADDRESS:

Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee

☐ \$130.00 Filing Fee &
Certificate of Status

☐ \$155.00 Filing Fee &
Certified Copy

☐ \$160.00 Filing Fee, Certificate
of Status & Certified Copy

FILED
10 DEC 30 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. Vojvo Group North America, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 58-2431188

(FEI number, if applicable)

4. 12/10/1998

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 7900 National Service Road, CC 2/7, Attn: Legal Dept., Greensboro, NC 27409

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

Dennis Slagla, 7900 National Service Road, Greensboro, NC 27409

Per Curlason, 7900 National Service Road, Greensboro, NC 27409

Ken Trolly, 7900 National Service Road, Greensboro, NC 27409

SEE ATTACHMENT

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

Any lawful business, included, but not limited to the sale of Class 8 trucks

Therence O. Pickett

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Therence O. Pickett

Typed or printed name of signee

FILED
10 DEC 30 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Volvo Group North America, LLC

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box NOT ACCEPTABLE)

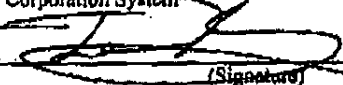
Plantation FL 33324

City/State/Zip

10 DEC 30 AM 9:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 608, Florida Statutes.

CT Corporation System

By: 

(Signature)

Ternell Kearney Asst. Secretary

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

**Attachment to Florida
Member / Manager Information**

1 Full Name:	Therence O. Pickett
Member/Manager:	Manager
Business Address:	7900 National Service Road
City:	Greensboro
State:	NC
ZIP Code:	27409

FILED
10 DEC 30 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF "VOLVO GROUP NORTH AMERICA, INC.", CHANGING ITS NAME FROM "VOLVO GROUP NORTH AMERICA, INC." TO "VOLVO GROUP NORTH AMERICA, LLC", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF DECEMBER, A.D. 2009, AT 2:59 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2009, AT 11:59 O'CLOCK P.M.

FILED
10 DEC 30 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2977435 8100

101244237

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8458691

DATE: 12-29-10

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION "VOLVO GROUP NORTH AMERICA, INC." TO A DELAWARE LIMITED LIABILITY COMPANY OF "VOLVO GROUP NORTH AMERICA, LLC", WAS FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF DECEMBER, A.D. 2009, AT 2:59 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2009, AT 11:59 O'CLOCK P.M.

FILED
10 DEC 30 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2977435 8317

101244237

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8458692

DATE: 12-29-10

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VOLVO GROUP NORTH AMERICA, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

FILED

10 DEC 30 AM 9:46

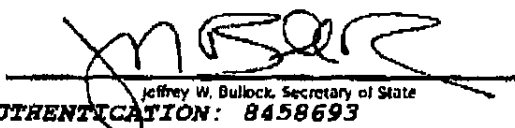
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



2977435 8300

101244237

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8458693

DATE: 12-29-10

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:59 PM 12/18/2009
FILED 02:59 PM 12/18/2009
SRV 091117554 - 2977435 FILE

CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 266 OF THE
GENERAL CORPORATION LAW OF THE STATE OF DELAWARE
AND SECTION 18-214 OF THE
DELAWARE LIMITED LIABILITY COMPANY ACT

This Certificate of Conversion of Volvo Group North America, Inc., a Delaware corporation (the "Corporation"), dated as of December 17, 2009, has been duly executed and is being filed by the undersigned, as an authorized person, to convert the Corporation to a Delaware limited liability company pursuant to Section 266 of the General Corporation Law of the State of Delaware and Section 18-214 of the Delaware Limited Liability Company Act.

- 1) The jurisdiction where the Corporation was first formed, and the jurisdiction of the Corporation immediately prior to the filing of this Certificate of Conversion, is the State of Delaware.
- 2) The date on which the Corporation was first formed is December 10, 1998.
- 3) The name of the Corporation immediately prior to the filing of this Certificate of Conversion is Volvo Group North America, Inc.
- 4) The name of the limited liability company as set forth in its Certificate of Formation being filed in accordance with Section 18-214(b) of the Delaware Limited Liability Company Act is Volvo Group North America, LLC.
- 5) The conversion shall be effective at 11:59 p.m. (Eastern Standard Time) on December 31, 2009.
- 6) The conversion has been approved in accordance with Section 266 of the General Corporation Law of the State of Delaware and Section 18-214 of the Delaware Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the date first written above.

By: Stan James
Name: Stan James
An Authorized Person

FILED
10 DEC 30 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:59 PM 12/18/2009
FILED 02:59 PM 12/18/2009
SRV 091117554 - 2977435 FILE

CERTIFICATE OF FORMATION
OF
VOLVO GROUP NORTH AMERICA, LLC

This Certificate of Formation of Volvo Group North America, LLC (the "Company"), dated as of December 17, 2009, has been duly executed and is being filed by the undersigned, as an authorized person, in connection with the conversion of Volvo Group North America, Inc., a Delaware corporation, to a Delaware limited liability company under the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101, et seq.

First: The name of the limited liability company is Volvo Group North America, LLC.

Second: The address of the registered office of the Company in the State of Delaware is c/o The Corporation Trust Company, 1209 Orange Street, City of Wilmington, County of New Castle, State of Delaware, Zip Code 19801.

Third: The name and address of the registered agent for service of process on the Company in the State of Delaware The Corporation Trust Company, 1209 Orange Street, City of Wilmington, County of New Castle, State of Delaware, Zip Code 19801.

Fourth: This Certificate of Formation shall be effective at 11:59 p.m. (Eastern Standard Time) on December 31, 2009.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first written above.

By: Stan Janis

Name: Stan Janis

An Authorized Person

FILED
10 DEC 30 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA