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(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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**EXAMINER**



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12/01/09--01023--011 \*\*113.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
09 DEC - 1 AM 10:30

# Dealership Equity Fund, LLC

**Butch Carter**  
President & CEO

5108 Fairway Oaks Drive  
Windermere, FL 34786  
Ph: (416) 203-2442  
Fx: (416) 203-2552

November 27, 2009

VIA FEDEX

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301  
Ph: (850) 245-6051

To Whom It May Concern,

## Certificate of Conversion

Please find attached the completed paperwork and payment for our Certificate of Conversion to change the status of Dealership Equity Fund, LLC to a Florida Profit Corporation.

If you have any questions regarding this application, please call my Assistant Nicky on ph: (416) 203-2442.

Sincerely,



Butch Carter  
President & CEO

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Dealership Equity Fund, Inc.  
Name of Resulting Florida Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Butch Carter  
Contact Person

Dealership Equity Fund, Inc.  
Firm/Company

5108 Fairway Oaks Drive  
Address

Windermere, FL 34786  
City, State and Zip Code

cartergroup@rogers.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Nicky Cavanagh at ( 416 ) 203-2442  
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$105.00 Filing Fees    ☒ \$113.75 Filing Fees and Certificate of Status    ☐ \$113.75 Filing Fees and Certified Copy    ☐ \$122.50 Filing Fees, Certified Copy, and Certificate of Status

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Profit Corporation**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
09 DEC -1 AM 10: 30

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Dealership Equity Fund, LLC.

Enter Name of Other Business Entity

2. The "Other Business Entity" is a Limited Liability Company  
(Enter entity type. Example: limited liability company, 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 27th May, 2008  
Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

Dealership Equity Fund, Inc.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: On filing date.  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 24th day of November, 20 09.

**Required Signature for Florida Profit Corporation:**

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: Butch Carter

Printed Name: Butch Carter Title: Incorporator

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

Signature: Butch Carter  
Printed Name: Butch Carter Title: Sole Managing Member

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**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.

**If Florida Limited Liability Company:**

Signature of a Member or Authorized Representative.

**All others:**

Signature of an authorized person.

**Fees:**

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$ 8.75 (Optional)
Certificate of Status:	\$ 8.75 (Optional)

**ARTICLES OF INCORPORATION**  
**In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)**

**ARTICLE I    NAME**

The name of the corporation shall be:

Dealership Equity Fund, Inc.

**ARTICLE II    PRINCIPAL OFFICE**

The principal place of business/mailling address is:

5108 Fairway Oaks Drive, Windermere, FL 34786

**ARTICLE III    PURPOSE**

The purpose for which the corporation is organized is:

Motor Vehicle Dealers (New and Used)

**ARTICLE IV    SHARES**

The number of shares of stock is:

100

**ARTICLE V    INITIAL OFFICERS AND/OR DIRECTORS**

List name(s), address(es) and specific title(s):

Butch Carter, 5108 Fairway Oaks Drive, Windermere, FL, 34786  
Director

**ARTICLE VI    REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Butch Carter, 5108 Fairway Oaks Drive, Windermere, FL, 34786

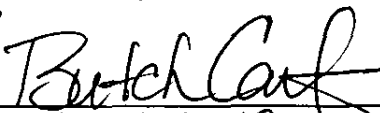
**ARTICLE VII    INCORPORATOR**

The name and address of the Incorporator is:

Butch Carter, 5108 Fairway Oaks Drive, Windermere, FL, 34786

\*\*\*\*\*

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

  
\_\_\_\_\_  
Signature/Registered Agent  
  
\_\_\_\_\_  
Signature/Incorporator

11/24/2009  
\_\_\_\_\_  
Date  
11/24/2009  
\_\_\_\_\_  
Date