

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU**

Date Received

3/30/2020 11:48

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This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



FILED**MAR 30 2020****ADMINISTRATOR
CORPORATIONS DIVISION**

Name Annalise A. Lekas		
Address Bodman PLC, 6th Floor at Ford Field, 1901 S. Antoine Street		
City Detroit	State MI	ZIP Code 48226

EFFECTIVE DATE: 3/31/2020

Expiration date for new assumed names: December 31,

Expiration date for transferred assumed names appear on page 2.

 Document will be returned to the name and address you enter above.
If left blank, document will be returned to the registered office. 

CERTIFICATE OF CONVERSION**For use by a Corporation Converting into a Business Organization**

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1993 (limited liability companies), and Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate of Conversion.

1. Before Conversion

Entity Name: RECARO North America, Inc.		Entity ID: 800414286
Indicate (X) Entity Type	<input checked="" type="checkbox"/>	Domestic Profit Corporation
	<input type="checkbox"/>	Domestic Nonprofit Corporation
	Street Address, if different than the one provided in Item 3: 40600 Ann Arbor Rd. E, Ste. 201, Plymouth, Michigan 48170	
	<input type="checkbox"/>	Foreign Profit Corporation
	<input type="checkbox"/>	Foreign Nonprofit Corporation

2. After Conversion

Entity Name: RECARO Automotive North America, LLC		
Indicate (X) Entity Type	<input type="checkbox"/>	Domestic Profit Corporation
	<input type="checkbox"/>	Foreign Profit Corporation
	<input checked="" type="checkbox"/>	Domestic Limited Liability Company
	<input type="checkbox"/>	Foreign Limited Liability Company

If the converting corporation is a domestic corporation that has not commenced business, has not issued any shares or memberships, and has not elected a board of directors, proceed to Item 9.

If the converting corporation is a domestic corporation that has commenced business or a foreign corporation, proceed to Item 3.



3. Surviving Business Organization (After Conversion Entity)

Governing Statute:

Michigan Limited Liability Company Act

Street Address:

24801 Capital Blvd., Clinton Township, Michigan 48036

Principal Place of Business:

24801 Capital Blvd., Clinton Township, Michigan 48036

4. Complete only if before conversion entity is a domestic profit corporation.

Designation and number of outstanding shares in each class and series 1,000 shares of common stock

Indicate class and series of shares entitled to vote _____ Common Stock

Indicate class and series entitled to vote as a class, if any _____

If the number of shares is subject to change prior to the effective date of the conversion, the manner in which the change may occur is as follows:

5. Complete only if before conversion entity is a nonprofit corporation and it is organized on a stock basis.

Designation and number of outstanding shares in each class _____

Indicate class of shares entitled to vote _____

Indicate class of shares entitled to vote as a class, if any _____

If the number of shares is subject to change prior to the effective date of the conversion, the manner in which the change may occur is as follows:

6. Complete only if before conversion entity is a nonprofit corporation and it is organized on a membership basis.

For a corporation organized on a membership basis, state (a) a description of its members and (b) the number, classification, and voting rights of its members:

7. Complete only if before conversion entity is a nonprofit corporation and it is organized on directorship basis.

For a corporation organized on a directorship basis, state (a) a description of the organization of its board and (b) the number, classification, and voting rights of its directors:

8. Complete only if before conversion entity is a domestic profit or nonprofit corporation.

The manner and basis of converting the shares or memberships of the converting corporation into ownership interests or obligations of the surviving business organization, into cash, into other consideration that may include ownership interests or obligations of an entity that is not a party to the conversion, or into a combination of cash and other consideration.

The outstanding shares of common stock of RECARO North America, Inc., the Michigan corporation, will be converted automatically, without any action on the part of the holder thereof, into the entire outstanding membership interests of the RECARO Automotive North America, LLC, the surviving Michigan limited liability company, such that the sole shareholder's ownership in the limited liability company after the conversion will equal the sole shareholder's ownership in the corporation immediately prior to the conversion.

9. (Complete only if a later effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document by the administrator.)

The conversion is effective on the 31st day of March, 2020.

The plan of conversion will be furnished by the surviving business organization, on request and without cost, to any shareholder or member of the converting corporation.

The conversion is permitted by the law that will govern the internal affairs of the business organization after conversion and the surviving business organization complies with that law in converting.

10. The assumed names being transferred to continue for the remaining effective period of the Certificate of Assumed Name on file prior to the conversion are:

Assumed Name	Expiration Date

11. The converting corporation's name and/or assumed name(s) to be used as new assumed name(s) of the surviving business organization:

Assumed Name	Expiration Date

12. Signatures: Complete only Section (a) or (b) if the converting corporation is domestic.
Complete only (c) if the converting corporation is foreign.

Complete if the domestic corporation has not commenced business:

a) The plan of conversion was approved by unanimous consent of the incorporators of the converting domestic corporation and the corporation has not yet commenced business, has not issued any shares or memberships, and has not elected a board of directors in accordance with Section 745(1)(d) of the Act.

Signed this _____ day of _____.

(Signature of Incorporator)

(Signature of Incorporator)

(Type or Print Name)

(Type or Print Name)

(Signature of Incorporator)

(Signature of Incorporator)

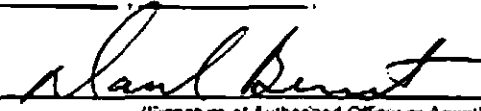
(Type or Print Name)

(Type or Print Name)

Complete if the domestic corporation has commenced business:

b) The plan of conversion was adopted by the Board of Directors and approved by the shareholders of the domestic corporation in accordance with Section 745(1)(c) of the Act.

Signed this 30th day of March, 2020.

By 
(Signature of Authorized Officer or Agent)

David Benoit, Chief Executive Officer

(Type or Print Name)

Complete only if the converting corporation is foreign:

c) The plan of conversion was adopted and submitted for approval in the manner required by the law governing the internal affairs of the converting foreign corporation.

Signed this _____ day of _____.

By _____
(Signature of Authorized Officer or Agent)

(Type or Print Name)



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Name

Annalise A. Lekas

Address

Bodman PLC, 6th Floor at Ford Field, 1901 St. Antoine St.

City

State

ZIP Code

Detroit

MI

48226

EFFECTIVE DATE:

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ARTICLES OF ORGANIZATION

For use by Domestic Limited Liability Companies

(Please read information and instructions on reverse side)

Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned executes the following Articles:

ARTICLE I

The name of the limited liability company is: RECARO Automotive North America, LLC

ARTICLE II

The purpose or purposes for which the limited liability company is formed is to engage in any activity within the purposes for which a limited liability company may be formed under the Limited Liability Company Act of Michigan.

ARTICLE III

The duration of the limited liability company if other than perpetual is: _____

ARTICLE IV

1. The name of the resident agent at the registered office is: Michael W. Benoit

2. The street address of the location of the registered office is:

24801 Capital Blvd. Clinton Township, Michigan 48036
(Street Address) (City) (Zip Code)

3. The mailing address of the registered office if different than above:

_____, Michigan _____
(P.O. Box or Street Address) (City) (Zip Code)

ARTICLE V (Insert any desired additional provision authorized by the Act; attach additional pages if needed.)

The business of the limited liability company shall be managed by or under the authority of one or more managers.

Signed this 30th day of March, 2020

By David Benoit
(Signature(s) of Organizer(s))

David Benoit, Organizer
(Type or Print Name(s) of Organizer(s))