

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

Date Received	<b>AC1</b>	<b>(FOR BUREAU USE ONLY)</b>
DEC 22 2020	\$235 MC 20122219691206	
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**

DEC 22 2020  
ADMINISTRATOR  
CORPORATIONS DIVISION

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

EFFECTIVE DATE:
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 Limited Liability Company Converting into a Business Organization**

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

**1. Before Conversion**

Entity Name: RECARO Automotive North America, LLC		Entity ID: 802433452
Indicate (X) Entity Type	<input checked="" type="checkbox"/>          <input type="checkbox"/>	Domestic Limited Liability Company <hr/> Street Address, if different than the one provided in Item 3: 24801 Capital Blvd., Clinton Township, Michigan, 48036 <hr/> Foreign Limited Liability Company

**2. After Conversion**

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

If the converting limited liability company is a domestic limited liability company that has not commenced business, has not issued any membership interests; has no debts or other liabilities, and has not received or returned any payments for its membership interests, proceed to Item 4.

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



3. Surviving Business Organization (After Conversion Entity)

Governing Statute: Michigan Business Corporation Act
Street Address: 24801 Capital Blvd., Clinton Township, MI 48036
Principal Place of Business: 24801 Capital Blvd., Clinton Township, MI 48036

4. (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 _____ day of _____, _____.
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The plan of conversion will be furnished by the surviving business organization, on request and without cost, to any member of the converting limited liability company.

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.

5. 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

6. The converting limited liability company's name and/or assumed name(s) to be used as new assumed name(s) of the surviving business organization:

Assumed Name

**7. Signatures:** Complete only Section (a) or (b) if the converting entity is a domestic limited liability company. Proceed to Item 8 if the before conversion entity is a foreign limited liability company.

*Complete if the domestic limited liability company has not commenced business:*

a) The domestic limited liability company has not yet commenced business, has not issued any membership interests; has no debts or other liabilities, and has not received or returned any payments for its membership interests and the plan of conversion was adopted and approved by unanimous consent of the organizers, in accordance with Section 708(1)(d) of the Act.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
(Signature of Organizer)

\_\_\_\_\_  
(Type or Print Name)

\_\_\_\_\_  
(Signature of Organizer)

\_\_\_\_\_  
(Type or Print Name)

\_\_\_\_\_  
(Signature of Organizer)

\_\_\_\_\_  
(Type or Print Name)

\_\_\_\_\_  
(Signature of Organizer)

\_\_\_\_\_  
(Type or Print Name)

*Complete if the domestic limited liability company has commenced business:*

b) The plan of conversion was adopted and approved by the unanimous vote of the members, entitled to vote, unless the articles of organization or operating agreement provide otherwise, in accordance with Section 708(1)(c) of the Act.

Signed this 21st day of December, 2020.

By   
(Signature of Member, Manager or Authorized Agent)

Michael Benoit, Authorized Officer  
\_\_\_\_\_  
(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 Detroit	State Michigan	ZIP Code 48226

EFFECTIVE DATE:

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**ARTICLES OF INCORPORATION**  
**For use by Domestic Profit Corporations**  
 (Please read information and instructions on reverse side)

*Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned executes the following Articles:*

**ARTICLE I**

The name of the corporation is:  
 RECARO Automotive North America, Inc.

**ARTICLE II**

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.

**ARTICLE III**

The total authorized shares:

1. Common Shares 50,000

Preferred Shares 10,000

2. A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:  
 See below.

**ARTICLE IV**

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

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name	Residence or Business Address
Michael Benoit	24801 Capital Blvd., Clinton Township, MI 48036

**ARTICLE VI (Optional, Delete if not applicable)**

When a compromise or arrangement or plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.

**ARTICLE VII (Optional, Delete if not applicable)**

Any action required or permitted under the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares that have at least the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. A written consent shall bear the date of signature of the shareholder that signs the consent. Written consents are not effective to take corporate action unless within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation that has custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders that would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and that have not consented to the action in writing. An electronic transmission consenting to an action must comply with Section 407(3).

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

ARTICLE II (Continued)

Preferred Shares

The Board of Directors is hereby expressly authorized to designate by resolution, out of unissued Preferred Shares, one or more series of Preferred Shares and, with respect to each such series, to determine or change: (a) the designation of such series, (b) the number of shares constituting such series, (c) the voting powers, if any, of the series of Preferred Shares, and (d) the relative rights, preferences, and limitations, qualifications, or restrictions of the series of Preferred Shares. The designation, number of shares, relative rights and preferences of any series of Preferred Shares and the limitations or restrictions, if any, may differ from those of any and all other series of Preferred Shares outstanding at any time.

ARTICLE VIII

Elimination of Certain Liability of Directors

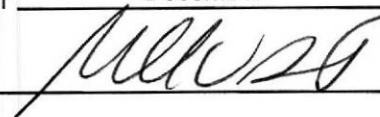
A director of the corporation shall not be personally liable to the corporation or its shareholders for money damages for any action taken or any failure to take any action as a director, except liability for any of the following:

- (a) The amount of a financial benefit received by a director to which he or she is not entitled;
- (b) Intentional infliction of harm on the corporation or the shareholders;
- (c) A violation of Section 551 of the Michigan Business Corporation Act; or
- (d) An intentional criminal act.

Any repeal or modification of this Article by the shareholders of the corporation shall not adversely affect any right or protection of any director for the corporation existing at the time of, or for or with respect to, any acts or omissions occurring before such repeal or modification.

I, (We), the incorporator(s) sign my (our) name(s) this 21st day of December, 2020

Michael Benoit, Incorporator



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