

Filing Fee: \$50.00

ID # 000098757



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2012 JUN 29 PM 1:01

CERTIFICATE OF CONVERSION TO A NON-RHODE ISLAND ENTITY

Citizens Automobile Finance, Inc.

(Insert full name of the entity following the conversion)

SECTION I: TO BE COMPLETED BY ALL CONVERTING ENTITIES

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned (**check one box only**):

☐ Limited Liability Company or ☒ Business Corporation

submits the following Certificate of Conversion for the purpose of converting to a non-Rhode Island Entity (**check one box only**):

☐ "Other entity" or ☒ Business Corporation or ☐ Sole Proprietorship or
☐ Partnership (General, Limited, or Limited Liability Partnership) or ☐ Limited Liability Company

a. The name of the converting entity filing this Certificate of Conversion is:

Citizens Automobile Finance, Inc.

If the entity's name has been changed, the name under which it was originally organized:

Citizens Business Credit Corp.

b. The date on which the converting entity was first created, formed, or otherwise came into being is:

January 20, 1998

c. The jurisdiction to which the entity is converting is: **Delaware**

d. The name of the entity following the conversion is: **Citizens Automobile Finance, Inc.**

e. This conversion has been approved in the manner provided for in §§ 7-1.2-1008 and 7-16.5.2(e) of the Rhode Island General Laws, 1956, as amended.

f. The converting entity revokes the authority of its registered/resident agent in this state to accept service of process, and consents that service of process in any action, suit, or proceeding based upon any cause of action arising in this state during the time the entity was authorized to transact business in this state may subsequently be made on the entity by service thereof on the Secretary of State of the State of Rhode Island, to which the converting entity irrevocably appoints the Secretary of State as its agent to accept such service of process.

g. The address to which the Secretary of State may mail a copy of any process against the entity that is served on the Secretary of State:

One Citizens Plaza, Providence, Rhode Island, 02903

h. The future date or time certain of the conversion is: **June 29, 2012**

FILED

JUN 29 2012

BY CL 173989 1:01

SECTION II: TO BE COMPLETE BY ALL CONVERTING ENTITIES

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Conversion, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: June 29, 2012

Print Name of other entity

OR

Print Name of Partnership

By: _____
Signature of Authorized Person

By: _____
Signature of Partner

By: _____
Signature of Authorized Person

By: _____
Signature of Partner

By: _____
Signature of Partner

Citizens Automobile Finance, Inc.

Print Name of Corporation

OR

Print Name of Sole Proprietorship

By: [Signature]
Signature of Authorized Person Brad L. Conner,
President

By: _____
Signature of Sole Proprietor

By: _____
Signature of Authorized Person Gary Ashjian, Secretary

OR

Print Name of Limited Liability Company

By: _____
Signature of Authorized Person

By: _____
Signature of Authorized Person

SECTION II: TO BE COMPLETE BY ALL CONVERTING ENTITIES

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Conversion, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: June 29, 2012

Print Name of other entity

OR

Print Name of Partnership

By: _____
Signature of Authorized Person

By: _____
Signature of Partner

By: _____
Signature of Authorized Person

By: _____
Signature of Partner

By: _____
Signature of Partner

Citizens Automobile Finance, Inc.

Print Name of Corporation

OR

Print Name of Sole Proprietorship

By: _____
Signature of Authorized Person Brad L. Conner,
President

By: _____
Signature of Sole Proprietor

By: Gary Ashjian
Signature of Authorized Person Gary Ashjian, Secretary

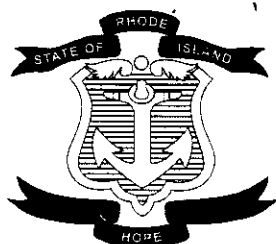
OR

Print Name of Limited Liability Company

By: _____
Signature of Authorized Person

By: _____
Signature of Authorized Person

98757



STATE OF RHODE ISLAND AND
PROVIDENCE PLANTATIONS
DEPARTMENT OF ADMINISTRATION
DIVISION OF TAXATION
ONE CAPITOL HILL
PROVIDENCE, RI 02908

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2012 JUN 29 PM 1:01

CLAIRE COSTA
1 CITIZENS DR
MAIL STOP RSD 260
RIVERSIDE, RI 02915

LETTER OF GOOD STANDING

It appears from our records that **CITIZENS AUTO FINANCE INC** has filed all the required returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of **06/22/2012** regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

MERGER OF CORPORATIONS RI NON-SURVIVOR

Very truly yours,

David M. Sullivan
Tax Administrator

Steven A. Cobb
Chief Revenue Agent
Office Audit and Discovery

32380330:10387276