



Book 2019 Page 514

2019 514 Type 06 018 Pages 14

Date 3/11/2019 Time 10:05:17AM

Rec Amt \$72.00

Daneen Schindler, RECORDER/REGISTRAR
DELAWARE COUNTY IOWA

CERTIFICATE OF CONVERSION

Recorder's Cover Sheet

Preparer Information: Thomas E. Reinhart
1626 Oak Street
La Crosse, WI 54603
(608) 781-8988

 **Return Document To:** Kwik Trip, Inc.
Attn: Legal Department
P. O. Box 2107
La Crosse, WI 54602-2107

Legal Description:

Lot Two (2) of Karusco South 2nd Subdivision, Subdivision of Lot A of Karusco South Subdivision of part of the East 1/2 of the NE 1/4 of Section 31 and part of the NW 1/4 of Section 32, all in Township 89 North, Range 5 West of the Fifth P.M., City of Manchester, Delaware County, Iowa, according to plat recorded in Book 2010, Page 1751.

DFI/CORP/30
DOCUMENT
2011

United States of America
State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, Mary Ann McCoshen, Administrator, Division of Corporate and Consumer Services, Department of Financial Institutions, do hereby certify that the annexed copy has been compared with the document on file in the Corporation Section of the Division of Corporate & Consumer Services of this department, and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed the official seal
of the Department.

A handwritten signature in cursive script that reads "Mary Ann McCoshen".

MARY ANN McCOSHEN, Administrator
Division of Corporate and Consumer Services
Department of Financial Institutions

SEP 21 2018

DATE:

BY:

A handwritten signature in cursive script, likely of the same person as the one above, but more stylized and less legible.

RECEIVED

2014 OCT -1

WISCONSIN DEPT. OF
FINANCIAL INSTITUTIONS

CERTIFICATE OF CONVERSION
OF

CONVENIENCE STORE INVESTMENTS, A WISCONSIN LIMITED
PARTNERSHIP
INTO
CSI MERGECO LLC

Pursuant to the Wisconsin Uniform Limited Partnership Act, the General Partner of Convenience Store Investments, a Wisconsin limited partnership ("CSI"), hereby certifies that:

1. The Plan of Conversion attached as Exhibit A provides for the conversion of Convenience Store Investments, a Wisconsin limited partnership ("CSI") into CSI MergeCo LLC, a Delaware limited liability company ("CSI MergeCo LLC").
2. The Plan of Conversion was approved by CSI in accordance with the Wisconsin Uniform Limited Partnership Act.
3. ~~CSI has a fee simple ownership interest in Wisconsin real estate.~~
4. The registered agent and registered office of CSI before the conversion is:

Thomas E. Reinhart
1626 Oak St., La Crosse, WI 54603
5. The registered agent and registered office of CSI MergeCo LLC after the conversion is:

The Corporation Trust Company
Corporation Trust Center
1209 Orange Street, Wilmington, Delaware 19801
6. This document was drafted by Ben Lindblad.



8B16M

4836-2066-69102

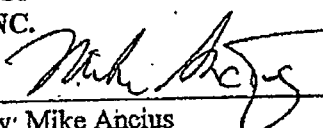


8743H

IN WITNESS WHEREOF, the General Partner of CSI has executed this certificate this
30th day of September, 2014.

GENERAL PARTNER

CONVENIENCE STORE INVESTMENTS,
INC.


By: Mike Ancius
Its: President


By: Tom Reinhart
Its: Secretary.

EXHIBIT A

[PLAN OF CONVERSION]

**PLAN OF CONVERSION
OF
CONVENIENCE STORE INVESTMENTS, A WISCONSIN LIMITED
PARTNERSHIP
INTO
CSI MERGECO LLC**

1. Parties to the Conversion.

The name of the converting organization is Convenience Store Investments, a Wisconsin limited partnership (the "*Partnership*"). The name of the converted organization is CSI MergeCo LLC (the "*Company*"). The converted organization is a limited liability company.

2. Effective Time.

The conversion contemplated by this Plan of Conversion (the "*Plan*") shall be effective as of October 1, 2014 (the "*Effective Date*").

3. Terms and Conditions of Conversion.

The conversion of the Partnership into the Company is being consummated pursuant to Section 179.76 of the Wisconsin Uniform Limited Partnership Act and Section 18-214 of the Delaware Limited Liability Company Act. The General Partner of the Partnership is hereby authorized to file a Certificate of Conversion in accordance with Section 179.76 of the Wisconsin Uniform Limited Partnership Act substantially in the form attached as Exhibit A and a Certificate of Conversion in accordance with Section 18-214 of the Delaware Limited Liability Company Act substantially in the form attached as Exhibit B.

At the Effective Date, each Unit of the Partnership shall be converted into one Unit of the Company with substantially similar economic rights, each partner of the Partnership shall become a member of the Company, and the General Partner shall become the Manager of the Company.

4. Certificate of Formation.

The Manager of the Company is hereby authorized to file a Certificate of Formation of the Company substantially in the form attached as Exhibit C simultaneously with the filing of the Certificate of Conversion with the Delaware Secretary of State.

5. Governing Documents.

The Amended and Restated Limited Partnership Agreement and the Certificate of Limited Partnership of the Partnership shall be terminated as of the Effective Date, and the affairs of the Company shall thereafter be governed by the Certificate of Formation, and Limited Liability Company Agreement of the Company (the "*LLC Agreement*") attached as Exhibit D, which shall be dated and effective as of the Effective Date, subject to such amendments as the

members may make to the Certificate of Formation or the LLC Agreement at or after the Effective Date.

6. Termination.

The Plan may be amended or terminated with the written consent of the Manager of the Company at any time prior to the filings described in Sections 3 and 4 of the Plan.

7. Other Actions.

The Manager of the Company is hereby authorized to execute and deliver any and all documents and instruments and to take any and all such actions on behalf of the Company and the members thereof as it may deem necessary or desirable in order to carry out the intent and purposes of the Plan, the execution and delivery of such documents or instruments or the taking of such actions to be conclusive evidence that such execution and delivery or the taking of such actions was authorized by this Plan.

**CERTIFICATE OF CONVERSION
OF
CONVENIENCE STORE INVESTMENTS , A WISCONSIN LIMITED
PARTNERSHIP
INTO
CSI MERGECO LLC**

Pursuant to the Wisconsin Uniform Limited Partnership Act, the General Partner of Convenience Store Investments, a Wisconsin limited partnership ("CSI"), hereby certifies that:

1. The Plan of Conversion attached as Exhibit A provides for the conversion of Convenience Store Investments, a Wisconsin limited partnership ("CSI") into CSI MergeCo LLC, a Delaware limited liability company ("CSI MergeCo LLC").
2. The Plan of Conversion was approved by CSI in accordance with the Wisconsin Uniform Limited Partnership Act.
3. CSI has a fee simple ownership interest in Wisconsin real estate.
4. The registered agent and registered office of CSI before the conversion is:

Thomas E. Reinhart
1626 Oak St., La Crosse, WI 54603
5. The registered agent and registered office of CSI MergeCo LLC after the conversion is:

The Corporation Trust Company
Corporation Trust Center
1209 Orange Street, Wilmington, Delaware 19801
6. This document was drafted by Ben Lindblad.

EXHIBIT A

IN WITNESS WHEREOF, the General Partner of CSI has executed this certificate this
____ day of _____, 2014.

GENERAL PARTNER

**CONVENIENCE STORE INVESTMENTS,
INC.**

By: Mike Ancius
Its: President

By: Tom Reinhart
Its: Secretary

**CERTIFICATE OF CONVERSION
OF
CONVENIENCE STORE INVESTMENTS, A WISCONSIN LIMITED
PARTNERSHIP
INTO
CSI MERGECO LLC**

Pursuant to section 18-214 of the Delaware Limited Liability Act, the General Partner of Convenience Store Investments, a Wisconsin limited partnership (the "Converting Entity"), hereby certifies that:

1. The Converting Entity was formed in Wisconsin on November 1, 1989.
2. The name and type of entity of the Converting Entity before filing this Certificate of Conversion is Convenience Store Investments, a Wisconsin limited partnership.
3. The name of the limited liability company as set forth in the Certificate of Formation is CSI MergeCo LLC.

EXHIBIT B

IN WITNESS WHEREOF, the General Partner of CSI has executed this certificate this _ day of _____, 2014.

GENERAL PARTNER

**CONVENIENCE STORE INVESTMENTS,
INC.**

By: Mike Ancius
Its: President

By: Tom Reinhart
Its: Secretary

**CERTIFICATE OF FORMATION
OF
CSI MERGECO LLC**

This Certificate of Formation of CSI MergeCo LLC (the "Company") is executed and filed by the undersigned, as authorized person, to form a limited liability company under the Delaware Limited Liability Company Act.

1. The name of the Company is CSI MergeCo LLC.
2. The address of the registered office of the Company in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.
3. The name and address of the registered agent for service of process on the Company in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation on [•], 2014.

Ben Lindblad
Authorized Person

**LIMITED LIABILITY COMPANY AGREEMENT
OF
CSI MERGECO LLC**

This **LIMITED LIABILITY COMPANY AGREEMENT** (the "Agreement") shall be effective as of October 1, 2014 (the "Effective Date").

1. This Agreement incorporates by reference the rights and obligations provided in the Amended and Restated Limited Partnership Agreement of Convenience Store Investments, a Wisconsin limited partnership (the "Partnership"), dated as of the 1st day of November 1989, and amended and restated as of August 31, 1995 and March 1, 2005 (the "Partnership Agreement"), and such rights and obligations shall govern CSI MergeCo LLC (the "Company"), as modified by paragraphs 2 through 4 of this Agreement and with the necessary changes in points of detail.
2. As of the Effective Date, each Limited Partner of the Partnership shall be a Member of the Company, with economic, governance and other rights substantially identical to such person's rights as a Limited Partner pursuant to the Partnership Agreement.
3. As of the Effective Date, the General Partner of the Partnership shall be the Manager of the Company, with economic, governance and other rights substantially identical to such person's rights as a General Partner pursuant to the Partnership Agreement.
4. The General Partner, on behalf of the Company, shall have the authority to approve (i) any consolidation or merger of the Company with or into any other Person, whether or not the Company is the surviving entity, (ii) any exchange or other transaction pursuant to which outstanding Units are converted into other securities, property or money or (iii) any sale, transfer or other disposition of all or substantially all of the Company's assets in a single transaction or a series of related transactions.



For Office



State of Wisconsin
Department of Financial Institutions

Endorsement

CERTIFICATE OF CONVERSION - Ch. 179

CONVENIENCE STORE INVESTMENTS, A WISCONSIN LIMITED PARTNERSHIP

Received Date: 10/1/2014

Filed Date: 10/3/2014

Filing Fee: \$150.00

Expedited Fee: \$25.00

Entity ID#: C034746

Total Fee: \$175.00

FILING #2

CONVERTS A WI DOMESTIC LP into AN UNLICENSED FOREIGN CORPORATION

CONVERTING ENTITY HAS A FSOI IN WI REAL ESTATE

EFFECTIVE DATE: OCTOBER 1, 2014