

Recorded: 6/6/2025 at 3:01:19.0 PM
County Recording Fee: \$127.00
Iowa E-Filing Fee: \$3.00
Combined Fee: \$130.00
Revenue Tax: \$0.00
Delaware County, Iowa
Daneen Schindler RECORDER
BK: 2025 PG: 1444

Prepared By and Return to: Michael J. Schuster, P.O. Box 609, Guttenberg, Iowa 52052 Telephone:
(563) 252 1733

AFFIDAVIT EXPLANATORY OF TITLE

IN RE: Lot Two (2) of Karusco South 2nd Subdivision, Subdivision of Lot A and
Karusco South Subdivision of part of the East ½ of the NE ¼ of Section 31
and part of the NW ¼ 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 record in Book 2010, Page 1751.

STATE OF WISCONSIN, COUNTY OF LA CROSSE, ss

I, Jake A. Vogel, being personally familiar with the proceedings described in
this Affidavit, first put on oath, depose and state:

1. Convenience Store Investments, a Wisconsin limited partnership, was converted into CSI MergeCo LLC, a Delaware limited liability company as shown by the CERTIFICATE OF CONVERSION OF CONVENIENCE STORE INVESTMENTS, A WISCONSIN LIMITED PARTNERSHIP INTO CSI MERGECO LLC, filed with the Wisconsin Department of Financial Institutions on October 1, 2014, a copy of which is attached hereto as Affidavit Exhibit 1. **(13 pages)**
2. A CERTIFICATE OF CONVERSION OF CONVENIENCE STORE INVESTMENTS INTO CSI MERGE CO LLC was filed with the State of Delaware Secretary of State Division of Corporations on October 1, 2014, a copy of which is attached hereto as Affidavit Exhibit 2. **(4 pages)**
3. CSI MergeCo LLC, a Delaware limited liability company merged with CSI Sub LLC, a Delaware limited liability company, under the name CSI Sub LLC, a Delaware limited liability company, as shown by the CERTIFICATE OF MERGER OF CSI MERGECO LLC AND CSI SUB LLC, filed with the State of Delaware Secretary of State Division of Corporations on October 1, 2014, a copy of which is attached hereto as Affidavit Exhibit 3. **(3 pages)**
4. CSI Sub LLC, a Delaware limited liability company merged with KT Real Estate Holdings, LLC, a Delaware limited liability company, under the name KT Real Estate Holdings, LLC, a Delaware limited liability company, as shown by the CERTIFICATE OF MERGER OF CSI SUB LLC AND KT REAL ESTATE HOLDINGS, LLC, filed with the State of Delaware Secretary of State Division of

Corporations on October 1, 2014, a copy of which is attached hereto as Affidavit Exhibit 4. (3 pages)

5. As a result of the foregoing, the surviving limited liability company is: KT Real Estate Holdings, LLC, a Delaware limited liability company.
6. KT REAL ESTATE HOLDINGS, LLC, the successor to Convenience Store Investments shall file a deed with the Delaware County, Iowa Recorder's Office in order that record title be shown as transferred in the transfer books and to show of public record that KT REAL ESTATE HOLDINGS, LLC is the record owner of the above-described real estate.

Further affiant sayeth not.

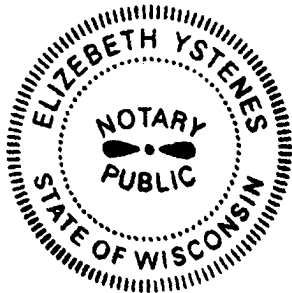
By: J. A. Vogel, Affiant
Jake A. Vogel (print name)

Vice President (print title)
of Kwik Trip, Inc., Manager of K T Real Estate Holdings, LLC
May 22, 2025 Date

Subscribed and sworn to before me a Notary Public in and for said County and State, on this 22 day of May, 2025.

Elizabeth Ystenes
Notary Public

My commission expires:
3/31/28



Affidavit Exhibit 1

DFI/CORP/38
RECORD 2011

United States of America

State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, Patti Epstein, Administrator, Division of Corporate and Consumer Services, Department of Financial Institutions, do hereby certify that the annexed copy has been compared by me with the record 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 the whole of such record; and that I am the legal custodian of said record, 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.

Patti Epstein

PATTI EPSTEIN, Administrator Division of
Corporate and Consumer Services
Department of Financial Institutions

Jennifer Dohm

DATE: December 29, 2021

BY: Jennifer Dohm

RECEIVED

2014 OCT -1

WISCONSIN DEPT. OF
FINANCIAL INSTITUTIONS

CERTIFICATE OF CONVERSION
OF

CONVENIENCE STORE INVESTMENTS, A WISCONSIN LIMITED
PARTNERSHIP
INTO
CSI MERGE CO LLC

07 C034746
Imgs

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

4836-2066-6910X2



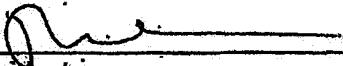
8743H

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

[PLAN OF CONVERSION]

EXHIBIT A

**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.

EXHIBIT A

**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

EXHIBIT B

**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

Total Fee: \$175.00

Entity ID#: C034746

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

Delaware

The First State

Page 1

**I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND
CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A WISCONSIN
LIMITED PARTNERSHIP UNDER THE NAME OF "CONVENIENCE STORE
INVESTMENTS" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS
NAME FROM "CONVENIENCE STORE INVESTMENTS" TO "CSI MERGECO LLC",
FILED IN THIS OFFICE ON THE FIRST DAY OF OCTOBER, A.D. 2014, AT
5:10 O`CLOCK P.M.**



5613937 8100V
SR# 20243686162

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 205212265
Date: 12-23-24

**CERTIFICATE OF CONVERSION
OF
CONVENIENCE STORE INVESTMENTS
INTO
CSI MERGECO LLC**

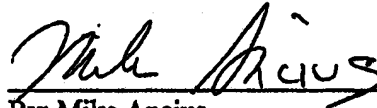
Pursuant to section 18-214 of the Delaware Limited Liability Company Act, the General Partner of Convenience Store Investments, a Wisconsin limited partnership (the "Converting Entity"), hereby certifies that:

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.

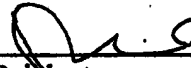
IN WITNESS WHEREOF, the General Partner of CSI has executed this certificate this
30th day of September, 2014.

GENERAL PARTNER

**CONVENIENCE STORE INVESTMENTS,
INC.**

A handwritten signature in cursive script, appearing to read "Mike Ancius", written over a horizontal line.

By: Mike Ancius
Its: President

A handwritten signature in cursive script, appearing to read "Tom Reinhart", written over a horizontal line.

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 September 30, 2014.



Ben Lindblad
Authorized Person

Delaware

The First State

Page 1

**I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:**

**"CSI MERGECO LLC", A DELAWARE LIMITED LIABILITY COMPANY,
WITH AND INTO "CSI SUB LLC" UNDER THE NAME OF "CSI SUB LLC",
A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE
LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE ON THE FIRST DAY OF OCTOBER, A.D. 2014, AT 5:23 O'CLOCK
P.M.**



5613934 8100M
SR# 20243686162

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 205212266
Date: 12-23-24

**CERTIFICATE OF MERGER
OF
CSI MERGECO LLC
AND
CSI SUB LLC**

Pursuant to section 18-209 of the Delaware Limited Liability Company Act, the undersigned Manager of CSI Sub LLC, a Delaware limited liability company, hereby certifies that:

1. The names and jurisdictions of the organizations are: CSI MergeCo LLC, a Delaware limited liability company, and CSI Sub LLC, a Delaware limited liability company.
2. An Agreement and Plan of Merger has been approved and executed by each of the organizations in accordance with section 18-209(c) of the Delaware Limited Liability Company Act.
3. The name of the surviving limited liability company shall be CSI Sub LLC.
4. The effective date of the merger shall be October 1, 2014.
5. The executed agreement of merger is on file at the principal office of CSI Sub LLC at 1626 Oak Street, La Crosse, WI 54603.
6. A copy of the agreement and plan of merger will be furnished by CSI Sub LLC, on request and without cost, to any member or any person holding an interest in any organization which is to be merged.

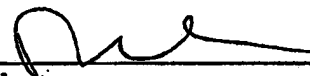
IN WITNESS WHEREOF, the Manager of CSI Sub LLC has executed this certificate
this 30th day of September, 2014.

MANAGER

**CONVENIENCE STORE INVESTMENTS,
INC.**



By: Mike Ancius
Its: President



By: Tom Reinhart
Its: Secretary

Delaware

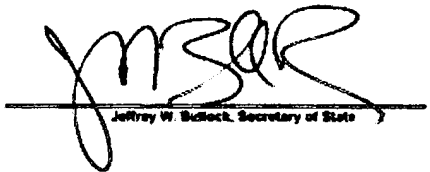
The First State

Page 1

**I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:**

**"CSI SUB LLC", A DELAWARE LIMITED LIABILITY COMPANY,
WITH AND INTO "KT REAL ESTATE HOLDINGS, LLC" UNDER THE NAME
OF "KT REAL ESTATE HOLDINGS, LLC", A LIMITED LIABILITY COMPANY
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,
AS RECEIVED AND FILED IN THIS OFFICE ON THE FIRST DAY OF
OCTOBER, A.D. 2014, AT 5:25 O'CLOCK P.M.**




Jeffrey W. Bullock, Secretary of State

5611396 8100M
SR# 20243686162

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 205212269
Date: 12-23-24

**CERTIFICATE OF MERGER
OF
CSI SUB LLC
AND
KT REAL ESTATE HOLDINGS, LLC**

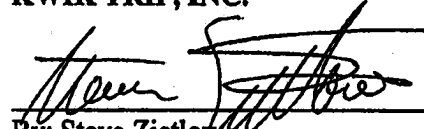
Pursuant to section 18-209 of the Delaware Limited Liability Company Act, the undersigned Manager of KT Real Estate Holdings, LLC, a Delaware limited liability company, hereby certifies that:

1. The names and jurisdictions of the organizations are: CSI Sub LLC, a Delaware limited liability company, and KT Real Estate Holdings, LLC, a Delaware limited liability company.
2. An Agreement and Plan of Merger has been approved and executed by each of the organizations in accordance with section 18-209(c) of the Delaware Limited Liability Company Act.
3. The name of the surviving limited liability company shall be KT Real Estate Holdings, LLC.
4. The effective date of the merger shall be October 1, 2014.
5. The executed agreement of merger is on file at the principal office of KT Real Estate Holdings, LLC at 1626 Oak Street, La Crosse, WI 54602.
6. A copy of the agreement and plan of merger will be furnished by KT Real Estate Holdings, LLC, on request and without cost, to any member or any person holding an interest in any organization which is to be merged.

IN WITNESS WHEREOF, the Manager of KT Real Estate Holdings, LLC has
executed this certificate this 30th day of September, 2014.

MANAGER

KWIK TRIP, INC.



By: Steve Zietlow
Its: Secretary