

**STATE OF GEORGIA**  
**Secretary of State**  
**Corporations Division**  
**313 West Tower**  
**2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

**CERTIFICATE OF CONVERSION**

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that articles of conversion have been filed on **10/31/2022** converting

**RIEBE'S AUTO PARTS, LLC**  
a Domestic Limited Liability Company  
to  
**GPC Customer Programs, Inc.**  
a Foreign Profit Corporation

The required fees as provided by Title 14 of the Official Code of Georgia Annotated have been paid.

WITNESS my hand and official seal in the City of Atlanta  
and the State of Georgia on **11/02/2022**.



*Brad Raffensperger*

Brad Raffensperger  
Secretary of State

**CERTIFICATE OF CONVERSION  
OF  
RIEBE'S AUTO PARTS, LLC  
TO BECOME A WISCONSIN CORPORATION  
PURSUANT TO SECTION 14-11-906 OF THE  
GEORGIA LIMITED LIABILITY COMPANY ACT**

Pursuant to Section 14-11-906(g) of the Georgia Limited Liability Company Act (the "Act"), the undersigned executes the following Certificate of Conversion.

1. The name of the limited liability company is Riebe's Auto Parts, LLC, a Georgia limited liability company (the "Company").
2. The Company elects to become a Wisconsin corporation named "GPC Customer Programs, Inc." pursuant to Section 14-11-906(a) of the Act.
3. A Plan of Conversion was approved by the members of the Company as required by Section 14-11-906(c) of the Act.
4. The authority of the Company's registered agent to accept service on its behalf is revoked as of the effective time of the conversion and the Secretary of State is irrevocably appointed as the agent for service of process on the resulting entity in any proceeding to enforce an obligation of the Company arising prior to the effective time of the conversion, including the rights, if any, of dissenting members. A copy of any process served on the Secretary of State may be mailed to the Company at 2999 Wildwood Parkway, Atlanta, Georgia 30339 and the Secretary of State shall be notified of any change in the resulting entity's mailing address.

*[Signature on following page]*

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion this 31st day of October, 2022.

RIEBE'S AUTO PARTS, LLC

By: Genuine Parts Company, its sole Member

By: /s/ Christopher T. Galla  
Christopher T. Galla  
Vice President and General Counsel



Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION

2 Martin Luther King Jr. Dr. SE
Suite 313 West Tower
Atlanta, Georgia 30334
(404) 656-2817
sos.georgia.gov/corporations

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR
FOREIGN PROFIT OR NONPROFIT CORPORATION

IMPORTANT: Please provide the entity's primary email address when completing this form.

Primary Email Address: FFIinboxATL@wolterskluwer.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1. GPC Customer Programs, Inc. Name of Corporation Name Reservation Number (Optional)
Date business commenced (or proposed to commence) in Georgia: upon filing
(NOTE: (1) Profit Corporations: If the date provided here is more than 30 days prior to the effective date of this application, a \$500 penalty must be paid. Penalty is statutory and cannot be waived by Secretary of State. (2) Nonprofit Corporations: There is no late filing penalty.)
2. Jan R. Ezell, Corporate Paralegal Name\* of Filing Person
Alston & Bird LLP, 1201 West Peachtree Street Atlanta GA 30309-3424
Address City State Zip Code
jan.ezell@alston.com 404-881-7442
Filer's Email Address Telephone Number
3. 2999 Wildwood Parkway Atlanta GA 30339
Principal Office Mailing Address (may be P.O. Box) City State Zip Code
4. C T Corporation System FFIinboxATL@wolterskluwer.com
Name\* of Registered Agent in Georgia Registered Agent's Email Address
289 S Culver St
Registered Office Street Address in Georgia (post office box or mail drop not acceptable for registered office address)
Lawrenceville Gwinnett GA 30046-4805
City County State Zip Code
5. GPC Customer Programs, Inc.
Corporation's Name in State or Country of Incorporation (Must match name on certificate of existence)
Check ONE: [X] PROFIT [ ] NONPROFIT Jurisdiction (Home State or Country): Wisconsin Date of Incorporation in Home Jurisdiction: 9/27/2001
6. Charles A. Chesnutt 2999 Wildwood Parkway Atlanta GA 30339
Name\* of Officer / CEO Address City State Zip Code
Matthew P. Brigham 2999 Wildwood Parkway Atlanta GA 30339
Name\* of Officer / CFO Address City State Zip Code
Christopher T. Galla 2999 Wildwood Parkway Atlanta GA 30339
Name\* of Officer / Secretary Address City State Zip Code
7. Effective Date: (Choose one) [X] Upon filing [ ] Delayed effective date and/or time:
(A delayed effective date must be within 90 days of the filing date.)
8. NOTICE: Mail the following items to the Secretary of State at the above address.
(1) This application;
(2) An ORIGINAL certificate of existence or good standing, not more than 90 days old, certified by the home state or country. (Certificate from home state may not be more than 90 days old; copy of articles of incorporation from home state should NOT be submitted.); and
(3) Filing fee of \$235.00 (\$225 filing fee + \$10 paper filing service charge) payable to "Secretary of State." Filing fees are non-refundable.
(4) If applicable, a copy of the resolution of the board of directors, certified by corporation's secretary, adopting a fictitious or trade name.
/s/ Christopher T. Galla 10/31/2022
Signature of Authorized Person Date
Christopher T. Galla Secretary
Print Name\* Title

\* Enter individual's legal name, i.e. first and last name without use of initials or nicknames. Middle names or initials may be included.

United States of America

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

Division of Corporate & Consumer Services



To All to Whom These Presents Shall Come, Greeting:

I, Jennifer Dohm, Deputy Administrator of the Division of Corporate and Consumer Services, Department of Financial Institutions, do hereby certify that

**GPC CUSTOMER PROGRAMS, INC.**

is a domestic corporation or a domestic limited liability company organized under the laws of this state and that its date of incorporation or organization is October 31, 2022.

I further certify that said corporation or limited liability company has not yet completed its initial report year and, accordingly, has not yet filed an annual report under ss. 180.1622, 180.1921, 181.0214 or 183.0120 Wis. Stats., and that said corporation or limited liability company has not filed articles of dissolution.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department on October 31, 2022.

A handwritten signature in black ink that reads "Jennifer Dohm".

JENNIFER DOHM, Deputy Administrator  
Division of Corporate and Consumer Services  
Department of Financial Institutions

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DFI/Corp/33

**To validate the authenticity of this certificate**

Visit this web address: <http://www.wdfi.org/apps/ccs/verify/>

Enter this code: **346632-2DA043CB**



Secretary of State

**OFFICE OF SECRETARY OF STATE  
CORPORATIONS DIVISION**

2 Martin Luther King Jr. Dr. SE  
Suite 313 West Tower  
Atlanta, Georgia 30334  
(404) 656-2817  
sos.ga.gov

\*Electronically Filed\*  
Secretary of State  
Filing Date: 10/31/2022 3:16:08 PM

**TRANSMITTAL INFORMATION FORM  
BUSINESS CONVERSION**

1. **24022058**

Filing Number

2. **Jan R. Ezell**

Name of Person Filing Business Conversion

**Alston & Bird LLP, 1201 West Peachtree  
Street**

Address

**Atlanta**

City

**GA**

State

**30309 - 3424**

Zip Code

3. Submitted with this filing is a filing fee of \$320.00 payable to "Secretary of State". Filing fees are non-refundable.

I understand that this Transmittal Information Form is included as part of my filing, and the information on this form will be entered in the Secretary of State business entity database. I certify that the above information is true and correct to the best of my knowledge.

**Jan R. Ezell**

Signature of Authorized Person