

AZ CORPORATION COMMISSION
FILED



04380845

AUG 12 2013

FILE NO. F-1866488-2

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

**APPLICATION FOR AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN ARIZONA**

Read the Instructions CD18i

AZ CORPORATION COMMISSION
FILED

1. **ENTITY TYPE** - check only one to indicate the type of entity applying for authority:

- ☒ FOR-PROFIT CORPORATION
☐ NONPROFIT CORPORATION
☐ PROFESSIONAL CORPORATION
☐ CLOSE CORPORATION
☐ BUSINESS TRUST
☐ BUSINESS DEVELOPMENT CORP.
☐ CORPORATION SOLE

- ☐ INSURER
☐ SAVINGS AND LOAN ASSOCIATION
☐ CREDIT UNION
☐ TRUST COMPANY
☐ COOPERATIVE MARKETING ASSOCIATION
☐ ELECTRIC COOPERATIVE NON-PROFIT MEMBERSHIP ASSOC.
☐ NONPROFIT ELEC. GENERATION AND TRANSMISSION COOPERATIVE CORP.

AUG 15 2013

FILE NO. F-1866488-2

2. **NAME IN STATE OR COUNTRY OF INCORPORATION (FOREIGN NAME)** - enter the exact, true name of the foreign corporation:

Superior Industries, Inc.

3. **NAME TO BE USED IN ARIZONA (ENTITY NAME)** - see Instructions CD18i - identify the name the foreign corporation will use in Arizona by checking 3.1, 3.2, or 3.3 (check only one), and follow instructions

3.1 ☒ Name in state or country of incorporation, with no changes - Go to number 4.

3.2 ☐ Name in state or country of incorporation, with a corporate identifier added to it - Enter the name in number 3.4 below.

3.3 ☐ Fictitious name (check this only if the foreign corporation's name in its state or country of incorporation is not available for use in Arizona) - Enter the name in number 3.4 below.

3.4 If you checked 3.2 or 3.3, enter or print the name to be used in Arizona:

4. **FOREIGN DOMICILE** - list the state or country in which the foreign corporation is incorporated: Minnesota

5. **DATE OF INCORPORATION IN FOREIGN DOMICILE:** 05/31/2013

6. **DURATION** - the duration or life period of the foreign corporation is presumed to be perpetual unless one of the boxes is checked below and the blanks are filled in:

- ☐ The corporation's life period will end after the expiration of _____ years (enter a number of years).
☐ The corporation's life period will end on this date _____ (enter a date).
☐ The corporation's life period will end upon the occurrence of this event:

_____ (describe an event).

7. **PURPOSE** - the foreign corporation's purpose is to engage in any or all lawful business or affairs in which corporations may engage in the state or country under whose law the foreign corporation is incorporated, subject to the following limitations, if any (leave this blank if there are no limitations on the corporation's purpose):

85473-N 2.2

- 8. CHARACTER OF BUSINESS** - briefly describe the character of business or affairs the foreign corporation initially intends to conduct in Arizona. NOTE that the character of business or affairs that the foreign corporation ultimately conducts is not limited by the description provided.

Sales of conveyor systems

9. PRINCIPAL OFFICE ADDRESS - FOREIGN DOMICILE STREET ADDRESS - see <i>Instructions C018i</i> - give the physical or street address (not a P. O. Box) of the foreign corporation required to be maintained in its state or country of incorporation, or, if not so required, of the foreign corporation's statutory agent in its state or country of incorporation:			10. ARIZONA KNOWN PLACE OF BUSINESS ADDRESS: Is the Arizona known place of business street address the same as the street address of the statutory agent? <input checked="" type="checkbox"/> Yes - go to number 11 and continue. <input type="checkbox"/> No - provide the Arizona physical or street address (not a P.O. Box) below:		
Tom Zosel					
Attention (optional)			Attention (optional)		
319 E. State Highway 28					
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City	State	Zip	City	State	Zip
Morris	MN	56267			

11. STATUTORY AGENT IN ARIZONA - see <i>Instructions C018h</i>					
11.1 REQUIRED - give the name (can be an individual or an entity) and <i>physical or street address</i> (not a P.O. Box) in Arizona of the statutory agent:			11.2 OPTIONAL - mailing address in Arizona of statutory agent (can be a P.O. Box):		
National Registered Agents, Inc.					
Statutory Agent Name (required)					
2390 E. Camelback Road					
Attention (optional)			Attention (optional)		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City	State	Zip	City	State	Zip
Phoenix	AZ	85016			
11.3 REQUIRED - the <u>Statutory Agent Acceptance</u> form M002 must be submitted along with this Application For Authority.					

12. DIRECTORS - list the name and business address of each and every Director of the corporation. If more space is needed, check this box <input checked="" type="checkbox"/> and complete and attach the <u>Director Attachment</u> form C082.					
Gary Fehr			Kurt Domnick		
Director Name			Director Name		
Address 1			Address 1		
319 E. State Highway 28			319 E. State Highway 28		
Address 2 (optional)			Address 2 (optional)		
City	State	Zip	City	State	Zip
Morris	MN	56267	Morris	MN	56267
Country	State or Province	Zip	Country	State or Province	Zip
UNITED STATES			UNITED STATES		
Date taking office (optional):			Date taking office (optional):		

Micah Zeltwanger				Paul Schmidgall			
Director Name				Director Name			
Address 1 319 E. State Highway 28				Address 1 319 E. State Highway 28			
Address 2 (optional) Morris		MN	56267	Address 2 (optional) Morris		MN	56267
City	State or Province		Zip	City	State or Province		Zip
Country	UNITED STATES			Country	UNITED STATES		
Date taking office (optional):				Date taking office (optional):			
Neil Schmidgall				Dennis Wulf			
Director Name				Director Name			
Address 1 319 E. State Highway 28				Address 1 319 E. State Highway 28			
Address 2 (optional) Morris		MN	56267	Address 2 (optional) Morris		MN	56267
City	State or Province		Zip	City	State or Province		Zip
Country	UNITED STATES			Country	UNITED STATES		
Date taking office (optional):				Date taking office (optional):			
13. OFFICERS - list the name and business address of all principal Officers of the corporation. If more space is needed, check this box <input type="checkbox"/> and complete and attach the Officer Attachment form C085.							
Micah Zeltwanger				Tom Zosel			
Officer Name				Officer Name			
Address 1 319 E. State Highway 28				Address 1 319 E. State Highway 28			
Address 2 (optional) Morris		MN	56267	Address 2 (optional) Morris		MN	56267
City	State or Province		Zip	City	State or Province		Zip
Country	UNITED STATES			Country	UNITED STATES		
Date taking office (optional): 05/31/2013		Officer Title: President/CEO		Date taking office (optional): 05/31/2013		Officer Title: Treasurer	
Officer Name				Officer Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City	State or Province		Zip	City	State or Province		Zip
Country				Country			
Date taking office (optional):		Officer Title:		Date taking office (optional):		Officer Title:	
Officer Name				Officer Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City	State or Province		Zip	City	State or Province		Zip
Country				Country			
Date taking office (optional):		Officer Title:		Date taking office (optional):		Officer Title:	

14. **FOR-PROFITS ONLY - SHARES AUTHORIZED** - see *Instructions C0181* - list the class (common, preferred, etc.) and total number of shares the foreign corporation is AUTHORIZED to issue. This information must match the original Articles of Incorporation plus any amendments thereto. If more space is needed, check this box ☐ and complete and attach the *Shares Authorized Attachment* form C087.

Class: Common Series: _____ Total: 100,000,000 Par Value: \$0.01

Class: _____ Series: _____ Total: _____ Par Value: _____

15. **FOR-PROFITS ONLY - SHARES ISSUED** - see *Instructions C0181* - list each class/series of authorized shares and give the total number and par value of shares of that class that have been ISSUED. If no shares of that class have been issued, put the number zero. If more space is needed, check this box ☐ and complete and attach the *Shares Issued Attachment* form C097.

Class: Common Series: _____ Total: 24,337,949 Par Value: \$0.01

Class: _____ Series: _____ Total: _____ Par Value: _____

16. **NONPROFITS ONLY - MEMBERS** - check one box only:

Does the foreign nonprofit corporation have members?

☐ Yes

☐ No

17. **PROFESSIONAL CORPORATIONS ONLY - PROFESSIONAL SERVICES** - If "professional corporation" is checked in number 1, briefly describe the type of professional services the corporation will render (examples: accounting, medical, law firm):

18. **PROFESSIONAL CORPORATIONS ONLY - PROFESSIONAL LICENSE:**

By the signature appearing on this document, the foreign professional corporation certifies under penalty of perjury that at least one-half of its shareholders who are entitled to vote for the election of directors, and at least one-half of its directors, and its president, are licensed in one or more states to render a professional service described in the foreign professional corporation's articles of incorporation.

NOTE: You must attach a statement from the licensing authority in Arizona for the profession showing that at least one of the professional corporation's shareholders or employees is licensed in Arizona to render that professional service. (See A.R.S. § 10-2245.)

SIGNATURE:

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Tom Zosel, CFO

08/08/2013

Signature

Printed Name

Date

REQUIRED - check only one:

<input type="checkbox"/> I am the Chairman of the Board of Directors of the corporation filing this document.	<input checked="" type="checkbox"/> I am a duly-authorized Officer of the corporation filing this document.	<input type="checkbox"/> I am a duly authorized bankruptcy trustee, receiver, or other court-appointed fiduciary for the corporation filing this document.
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Filing Fee: \$175.00 (regular processing) Expedited processing - add \$35.00 to filing fee. All fees are nonrefundable - see Instructions.	Mall: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
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Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

DIRECTOR ATTACHMENT

1. **ENTITY NAME** – give the exact name of the corporation as currently shown in A.C.C. records:

Superior Industries, Inc.

2. **A.C.C. FILE NUMBER:** _____

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **DIRECTORS** - FOR NEW DIRECTORS - list the name in the NEW Name blank, list the address, and check the "add box. FOR DIRECTORS CURRENTLY SHOWN IN A.C.C. RECORDS - list the name of each director being changed as it is currently shown in A.C.C. records, and below that provide any new information for that director (new name and/or address), then check all boxes that apply to indicate the change being made for that director. If more space is needed, use another Director Attachment form C082.

Tom Zosel					
Name			Name		
Address 1			Address 1		
319 E. State Highway 28					
Address 2 (optional)			Address 2 (optional)		
Morris	MN	56267			
City	State or Province	Zip	City	State or Province	Zip
Country	UNITED STATES		Country		
Date taking office (optional):			Date taking office (optional):		
<input type="checkbox"/> Address change <input checked="" type="checkbox"/> Add as director			<input type="checkbox"/> Address change <input type="checkbox"/> Add as director		
<input type="checkbox"/> Name change <input type="checkbox"/> Remove director			<input type="checkbox"/> Name change <input type="checkbox"/> Remove director		
Name			Name		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City	State or Province	Zip	City	State or Province	Zip
Country			Country		
Date taking office (optional):			Date taking office (optional):		
<input type="checkbox"/> Address change <input type="checkbox"/> Add as director			<input type="checkbox"/> Address change <input type="checkbox"/> Add as director		
<input type="checkbox"/> Name change <input type="checkbox"/> Remove director			<input type="checkbox"/> Name change <input type="checkbox"/> Remove director		

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR A.C.C. USE ONLY.

STATUTORY AGENT ACCEPTANCE

Please read Instructions **MQQZ1**

1. **ENTITY NAME** – give the exact name in Arizona of the corporation or LLC that has appointed the Statutory Agent:

Superior Industries, Inc.

2. **A.C.C. FILE NUMBER** (if entity is already incorporated or registered in AZ):
Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.scc.gov/Divisions/Corporations>

3. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be either an individual or an entity):

National Registered Agents, Inc.

3.1 **Check one box:**

- ☐ The statutory agent is an Individual (natural person).
☒ The statutory agent is an Entity.

STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 3 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT



SABRINA TILLAPAUGH, ASST. SEC.
Printed Name

8/8/13
Date

REQUIRED – check only one:

☐ Individual as statutory agent: I am signing on behalf of myself as the individual

☒ Entity as statutory agent: I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.

Filing Fee: none (regular processing)
Expedited processing – (available only if this form is submitted by itself) add \$35.00 to filing fee.
All fees are nonrefundable – see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

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All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3926 or (toll-free Arizona only) 800-345-5819.

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CERTIFICATE OF DISCLOSURE

Read the Instructions C003i

1. ENTITY NAME – give the exact name of the corporation in Arizona:

Superior Industries, Inc.

2. A.C.C. FILE NUMBER (if already incorporated or registered in AZ): _____

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. Check only one of the following to indicate the type of Certificate:

- ☒ Initial (accompanies formation or registration documents)
☐ Annual (credit unions and loan companies only)
☐ Supplemental to COD filed _____ (supplements a previously-filed Certificate of Disclosure)

4. FELONY/JUDGMENT QUESTIONS:

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:

4.1	Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.2	Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.4	If any of the answers to numbers 4.1, 4.2, or 4.3 are YES, you MUST complete and attach a <u>Certificate of Disclosure Felony/Judgment Attachment</u> form C004.		

5. BANKRUPTCY QUESTION:

5.1 Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in any other corporation (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation?

☐ Yes☒ No

5.2 If the answer to number 5.1 is YES, you **MUST** complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.

IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

SIGNATURE REQUIREMENTS:

Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an Incorporator Attachment form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

Tom Zosel

Name

319 E. State Highway 28

Address 1

Address 2

Morris

MN

56267

City

UNITED STATES

Country

SIGNATURE - see Instructions C003:

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Signature

Tom Zosel, CFO

08/08/2013

Printed Name

Date

REQUIRED - check only one:

- ☐ Incorporator - I am an Incorporator of the corporation submitting this Certificate.
- ☒ Officer - I am an officer of the corporation submitting this Certificate.
- ☐ Chairman of the Board of Directors - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ Director - I am a Director of the credit union or loan company submitting this Certificate.

Name

Address 1

Address 2

City

State

Zip

Country

SIGNATURE - see Instructions C003:

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☐ I ACCEPT

Signature

Printed Name

Date

REQUIRED - check only one:

- ☐ Incorporator - I am an Incorporator of the corporation submitting this Certificate.
- ☐ Officer - I am an officer of the corporation submitting this Certificate.
- ☐ Chairman of the Board of Directors - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ Director - I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None (regular processing)
Expedited processing - add \$35.00 to filing fee.
All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.

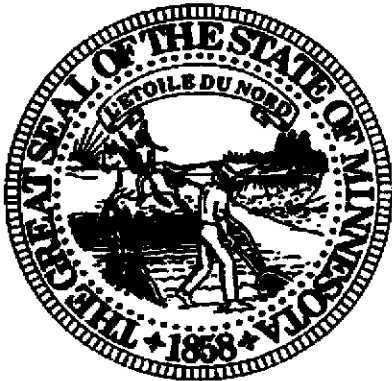
All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

**Office of the Minnesota Secretary of State
Certificate of Good Standing**

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: The business entity listed below was filed pursuant to the Minnesota Chapter listed below with the Office of the Secretary of State on the date listed below and that this business entity is registered to do business and is in good standing at the time this certificate is issued.

Name:	Superior Industries, Inc.
Date Filed:	05/31/2013
File Number:	675238800029
Minnesota Statutes, Chapter:	302A
Home Jurisdiction:	Minnesota

This certificate has been issued on: 07/24/2013



Mark Ritchie
Mark Ritchie
Secretary of State
State of Minnesota

**Office of the Minnesota Secretary of State
Certificate of Conversion**

I, Mark Ritchie, Secretary of State of Minnesota, certify that: the documentation required to effectuate a conversion by the entity listed below from the law under which the entity was previously governed to the law under which it is governed after the issuance of this certificate, on the date listed and has been approved pursuant to the procedures required in the chapter indicated.

Conversion Filed Pursuant to Minnesota Statutes, Chapter: 322B

Home Jurisdiction and Name of Converting Entity:

MINNESOTA: SUPERIOR INDUSTRIES, LLC

After Conversion, Entity is governed by Minnesota Statutes, Chapter: 302A

Home Jurisdiction and Name of Entity after the Effective Date of Conversion:

MINNESOTA: SUPERIOR INDUSTRIES, INC.

This Certificate has been issued on: 05/31/2013



Mark Ritchie

Mark Ritchie
Secretary of State
State of Minnesota

Office of the Minnesota Secretary of State Certificate of Incorporation

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: The following business entity has duly complied with the relevant provisions of Minnesota Statutes listed below, and is formed or authorized to do business in Minnesota on and after this date with all the powers, rights and privileges, and subject to the limitations, duties and restrictions, set forth in that chapter.

The business entity is now legally registered under the laws of Minnesota.

Name: Superior Industries, Inc.

File Number: 675238600029

Minnesota Statutes, Chapter: 302A

This certificate has been issued on: 05/31/2013



Mark Ritchie

Mark Ritchie
Secretary of State
State of Minnesota

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67501350002

ARTICLES OF CONVERSION
OF
SUPERIOR INDUSTRIES, LLC
INTO
SUPERIOR INDUSTRIES, INC.

Pursuant to Section 302A.687 of the Minnesota Business Corporation Act

These Articles of Conversion are being submitted for filing with the Minnesota Secretary of State for the purpose of converting Superior Industries, LLC, a Minnesota limited liability company, into a Minnesota corporation under the name "Superior Industries, Inc." pursuant to the Minnesota Business Corporation Act (the "MBCA") and Minnesota Limited Liability Company Act. The undersigned, being duly authorized to execute and file these Articles of Conversion, does hereby certify as follows:

1. The Plan of Conversion dated May 30, 2013, in a form required by Section 302A.683 of the MBCA, is attached herein as Exhibit A (the "Plan of Conversion") and are hereby made a part of these Articles of Conversion.
2. The name of the converting entity immediately prior to the filing of these Articles of Conversion is: Superior Industries, LLC (the "Converting Entity").
3. Upon the effectiveness of these Articles of Conversion, the name of the Converting Entity will be changed to: Superior Industries, Inc. (the "Converted Entity").
4. The Converted Entity will be a Minnesota corporation.
5. The Plan of Conversion has been approved by the Converting Entity in the manner required under Section 302A.685 of the MBCA.
6. These Articles of Conversion shall be effective as of 5 p.m. Minneapolis, Minnesota time, on May 31, 2013.
7. The Articles of Incorporation of the Converted Entity shall be those attached as Exhibit A to the Plan of Conversion.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Conversion as of May 31, 2013.

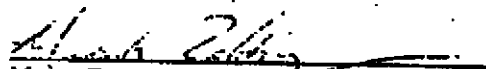

MICAH ZELTWANGER, Chief Executive Officer

Exhibit A
Plan of Conversion

**PLAN OF CONVERSION OF
SUPERIOR INDUSTRIES, LLC
INTO
SUPERIOR INDUSTRIES, INC.**

Adopted Pursuant to Section 302A.685 of the Minnesota Business Corporation Act

May 30, 2013

THIS PLAN OF CONVERSION sets forth the terms by which Superior Industries, LLC, a Minnesota limited liability company (the "Converting Entity"), will convert into Superior Industries, Inc., a Minnesota corporation (the "Converted Entity"), pursuant to Chapters 322B (the "LLC Act") and 302A (the "MBCA") of the Minnesota Statutes.

1. **Conversion.** Subject to the terms and conditions hereinafter set forth, the Converting Entity shall convert into the Converted Entity (the "Conversion") pursuant to Sections 302A.681 through 302A.691 of the MBCA, effective as of 5 p.m., Minneapolis, Minnesota time, on May 31, 2013 (the "Effective Time"). To effectuate the Conversion, the officers of the Converting Entity are authorized and directed to file articles of conversion with the Office of the Minnesota Secretary of State in a form compliant with the terms of the Conversion set forth herein and Section 302A.687 of the MBCA (the "Articles of Conversion").

2. **Condition Precedent.** Unless waived by the board of governors of the Converting Entity, a condition precedent to the Conversion is that holders of no more than 5.0% of the outstanding Common Units of the Converting Entity in the aggregate shall have exercised their dissenters' rights provided pursuant to Section 322B.383 of the LLC Act in connection with the Conversion.

3. **Organizational Documents of Converted Entity.** In connection with the Conversion, (i) the officers of the Converting Entity shall attach to the Articles of Conversion and file with the Office of the Minnesota Secretary of State the articles of incorporation of the Converted Entity in the form attached hereto as *Exhibit A* (the "Articles of Incorporation"), (ii) the bylaws of the Converted Entity in the form delivered to each of the members of the Converting Entity (the "Members") on or about May 16, 2013 shall be deemed adopted by the Converted Entity (which are incorporated into and a part of this Plan of Conversion by reference), and (iii) the Members that do not exercise their dissenter's rights in connection with the Conversion shall be deemed to have approved and agreed to be bound by the terms of the Shareholder Agreement (which is incorporated into and a part of this Plan of Conversion by reference) in the form delivered to such Members with such bylaws (the "Shareholder Agreement"), which amends, restates and supersedes the terms of the Second Amended and Restated Member Control Agreement of the Converting Entity dated January 1, 2013 (the "Member Control Agreement"), each of which shall become effective as of the Effective Time.

4. **Cancellation of Converting Entity Organizational Documents.** All organizational documents of the Converting Entity shall be deemed terminated in their entireties as of the Effective Time, including but not limited to the Member Control Agreement (which is amended, restated and superseded by the terms of the Shareholder Agreement) and the articles of organization of the Converting Entity, as amended (collectively, the "Converting Entity Organizational Documents"); *provided, however*, that the Converted Entity shall retain all of the Converting Entity's rights and remedies arising from or relating to any breach of the Member Control Agreement by any Member existing on or prior to the Effective Time.

5. Succession. At the Effective Time, the Converted Entity shall succeed to all rights, title and interests of the Converting Entity, and assume all debts, liabilities and other obligations of the Converting Entity, in the manner of and as more fully set forth in Section 302A.691 of the MBCA, and the existence of the Converting Entity shall cease.

6. Issuances of Shares. At the Effective Time, by virtue of the Conversion, each common unit of the Converting Entity issued and outstanding immediately prior to the Effective Time shall be entitled to receive one share of common stock, par value \$0.01 per share, of the Converted Entity (the "Shares"), possessing the rights, obligations, preferences and privileges set forth in the Articles of Incorporation, the Shareholder Agreement and the MBCA upon delivery of their original certificate representing their common units and the execution of a joinder to the Shareholder Agreement; *provided, however*, that any common units held by a Member that dissents from the Conversion shall be converted into the right to receive the fair value of such common units, and such Member shall not become a shareholder of the Converted Entity. Each Member shall promptly surrender to the Converted Entity such Member's unit certificates representing such common units in exchange for stock certificates of the Converted Entity or right to receive cash, as applicable. All common units of the Converting Entity outstanding immediately prior to the Effective Time shall be cancelled on the books and records of the Converted Entity as of the Effective Time.

7. Officers and Directors of Converted Entity: Without any further action of the Members or the board of governors of the Converting Entity, at the Effective Time, the governors serving on the Converting Entity's board of governors shall become the directors serving on the Converted Entity's board of directors, and the officers of the Converting Entity shall become the officers of the Converted Entity.

8. No IC-Disc Distribution. No Member that exercises his, her or its dissenter's rights in connection with the Conversion shall be entitled to receive any shares of common stock of SI IC DISC, INC., a Nevada corporation, that are being distributed by the Converting Entity's board of governors immediately prior to, but conditioned upon the occurrence of, the Conversion.

9. Further Acts. From time to time, as and when required by the officers of the Converting Entity, the officers of the Converting Entity shall execute and deliver on behalf of the Converted Entity such deeds and other instruments, and shall take or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest or perfect in or to confer of record or otherwise in the Converted Entity title to and possession of all the interests, assets, rights, privileges, immunities, powers and authority of the Converted Entity, and otherwise to carry out the purposes and intent of this Plan of Conversion; and such officers are fully authorized in the name and on behalf of the Converting Entity to execute and deliver any and all such deeds and other instruments deemed necessary or appropriate by such officers.

10. Consents; Waivers. Each of the Members that does not dissent from the Conversion, for itself and for each of its affiliates, successors, assigns, beneficiaries, insurers, indemnitors, trustees, agents and representatives, hereby consents to the terms of this Plan of Conversion, and completely waives any and all claims and rights that such Member may have related to the Conversion pursuant to the terms of the Converting Entity Organizational Documents.

EXHIBIT A

Attached are the Articles of Incorporation.

**ARTICLES OF INCORPORATION
OF
SUPERIOR INDUSTRIES, INC.**

THE UNDERSIGNED INCORPORATOR, being a natural person 18 years of age or older, hereby creates a corporation under Chapter 302A of the Minnesota Statutes (the "Act"), and adopts the following Articles of Incorporation:

**Article 1
Name**

The name of this corporation (the "Corporation") is: Superior Industries, Inc.

**Article 2
Registered Office**

The Corporation's registered office is located at the following address:

319 E. State Hwy. 28
Morris, Minnesota 56267

**Article 3
Capital**

The Corporation is authorized to issue 100,000,000 shares of capital stock, par value \$0.01 per share. Each share of the Corporation's common stock shall be entitled to one vote on all matters requiring a vote of the Corporation's shareholders.

In addition to any and all powers conferred upon the Corporation's board of directors by the laws of the State of Minnesota, the board of directors shall have the authority to establish by resolution from the undesignated shares more than one class or series of common stock or preferred stock, and to fix the relative rights, restrictions and preferences of any such different classes or series, and to issue shares of a class or series to another class or series to effectuate share dividends, splits or conversions of the Corporation's outstanding shares.

The board of directors shall also have the authority to issue rights to convert any of the Corporation's securities into shares of stock of any permitted class or classes, the authority to issue options to purchase or subscribe for shares of stock of any permitted class or classes, and the authority to issue share-purchase or subscription warrants or any other evidence of such option rights which set forth the terms, provisions and conditions thereof, including the price or prices at which such shares may be subscribed for or purchased. Such options, warrants and rights may be transferable or nontransferable and separable or inseparable from the Corporation's other securities. The board of directors is authorized to fix the terms, provisions and conditions of such options, warrants and rights, including the conversion basis or bases and the option price or prices at which shares may be subscribed for or purchased.

**Article 4
Shareholder Rights**

No shareholder of the Corporation shall have any preemptive rights.

No shareholder of the Corporation shall have any cumulative-voting rights.

Unless the Corporation is a "publicly held corporation" under the Act, any action required or permitted to be taken at a meeting of the Corporation's shareholders may be taken by written action of the shareholders if signed by the number of shareholders that would be required to take the same action at a meeting at which all shareholders were present.

**Article 5
Incorporator**

The name and address of the incorporator, who is a natural person of full age, is:

Bradley A. Pederson, Esq.
Mason Edelman Borman & Brand, LLP
3300 Wells Fargo Center
90 South Seventh Street
Minneapolis, Minnesota 55402

**Article 6
Written Action by Less Than All Directors**

Any action required or permitted to be taken at a meeting of the board of directors, other than an action requiring shareholder approval, may be taken by written action of the board of directors signed by the number of directors that would be required to take the same action at a meeting at which all directors were present.

**Article 7
Limited Liability of Directors**

To the fullest extent permitted by law, a director shall have no personal liability to the Corporation or its shareholders for breach of fiduciary duty as a director. Amendments or repeals of this Article 7 shall not adversely affect any right or protection of a director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on May 31, 2013.


BRADLEY A. PEDERSON, Incorporator

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

MAY 31 2013


Mark Ritchie
Secretary of State

STATE OF MINNESOTA

DEPARTMENT OF STATE

I hereby certify that this is a
true and complete copy of the
document as filed for record in
this office.

DATED 8-12-13

Mark Ritchie



By

Secretary of State

Ann J. Rude