

282963

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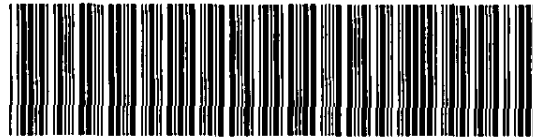
(Business Entity Name)

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DEPARTMENT OF STATE
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2012 DEC 27 AM 11:01
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Amend

FILED
2012 DEC 27 AM 11:43
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

DEC 27 2012
T. ROBERTS



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 474656 82866A
AUTHORIZATION : *Susie Knight*
COST LIMIT : \$ 35.00

ORDER DATE : December 27, 2012
ORDER TIME : 9:23 AM
ORDER NO. : 474656-005
CUSTOMER NO: 82866A

DOMESTIC AMENDMENT FILING

NAME: MCGEE TIRE STORES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER'S INITIALS: _____

Articles of Amendment
to
Articles of Incorporation
of
McGEE TIRE STORES, INC.

FILED
2012 DEC 27 AM 11:43
CLERK OF COURT
JULIA A. BROWN

Document Number: 282963

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. AMENDING ARTICLES AS FOLLOWS:

The articles of incorporation of the Corporation are amended by deleting Article III in its entirety and inserting the following in lieu thereof:

ARTICLE III. Capital Stock

The aggregate number of shares that the Corporation shall have the authority to issue is:

- (1) 20,000 shares of Class A voting common stock at \$.01 par value (Class A Shares);
- (2) 180,000 shares of Class B nonvoting common stock at \$.01 par value (Class B Shares).

The preferences, limitations, and relative rights of the shares of the Corporation are as follows:

- (1) Payment of declared dividends to holders of Class A Shares and Class B Shares shall be without discrimination or preference.
- (2) Class A Shares shall have full voting rights with the holders thereof entitled to one vote per share. Except as otherwise provided by law, none of the holders of Class B shares shall have any voting rights for any purpose.
- (3) Each of the Class A Shares and the Class B Shares shall have equal rights in the assets of the Corporation upon liquidation.

B. CONVERSION OF SHARES

Upon the filing of these articles of amendment, each outstanding share of the Corporation's stock (Existing Share) shall, without any action on the part of the shareholders or the Corporation, be deemed to have been converted to ten (10) Class A Shares and one hundred (100) Class B Shares. All Existing Shares shall be deemed to have been canceled upon the filing of these articles of amendment. After the filing of these articles of amendment, the

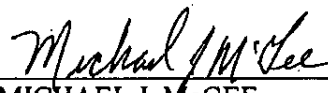
Corporation shall, upon receipt from a shareholder of properly endorsed share certificates representing Existing Shares, issue to the shareholder certificates representing ten (10) Class A Shares and one hundred (100) Class B Shares for each Existing Share represented by the surrendered certificates.

D. ADOPTION OF AMENDMENTS

1. *Date of Adoption.* These amendments were adopted by the shareholders of the Corporation on December 24, 2012.
2. *Shareholder Vote.* The number of votes cast for the amendments by the shareholders were sufficient for approval. Shareholders unanimously approved these amendments.

Dated: 12/24/12

McGEE TIRE STORES, INC.



MICHAEL J. McGEE,
Its President

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: McGee Tire Stores, Inc.

DOCUMENT NUMBER: 282963

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

John J. Lancaster, LL.M.
Name of Contact Person

Clark, Campbell & Lancaster, P.A.
Firm/ Company

500 South Florida Avenue, Suite 800
Address

Lakeland, Florida 33801
City/ State and Zip Code

jlancaster@clarkcampbell-law.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John J. Lancaster, LL.M. at (863) 647-5337
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- ☒ \$35 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301