

151554

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
PARTS DEPOT, INC.  
(Document No. 151554)**

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SECRETARY OF STATE  
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Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, **PARTS DEPOT, INC.**, a Florida corporation (the "Company"), DOES HEREBY CERTIFY:

**FIRST:** That, the Amended and Restated Articles of Incorporation of the Company be amended by deleting Article FIFTH in its entirety and including the following language in substitution therefor:

**FIFTH:** The following provisions shall apply with regard to the number, term of office and removal of the directors of the corporation:

A. Number of Directors. The number of directors constituting the entire Board of Directors of the corporation shall be not less than three (3) nor more than nine (9) as fixed from time to time by vote of the shareholders, provided, however, that the number of directors shall not be reduced so as to shorten the then current term of any director at the time in office and, provided, further, that the number of directors constituting the entire Board shall be six (6) until otherwise fixed by the shareholders.

B. Classification and Staggered Terms. The Board of Directors shall be divided into three (3) classes, as nearly as equal as the then total number of directors constituting the entire Board permits with the term of office of one class expiring each year. At the annual meeting of shareholders at which the provisions of this Article FIFTH are adopted, (i) directors of the first class shall be elected to hold office for a term expiring at the next succeeding annual meeting, (ii) directors of the second class shall be elected to hold office for a term expiring at the second succeeding annual meeting and (iii) directors of the third class shall be elected to hold office for a term expiring at the third succeeding annual meeting. Where any new directorship positions are created as a result of any increase in the number of directors to serve on the Board, such new directorships shall be spread across the separate classes of directors in such manner as to maintain the number of directors in each class as equal as possible.

C. Vacancies. Where any vacancy arises in the Board of Directors for any reason, including any new directorship positions resulting from any increase in the number of directors, the vacancy may be filled by the Board of Directors, acting by a majority of the directors then in office, provided, that, in cases where the number of directors then in office would not constitute a quorum for purposes of the

meeting requirements of the Board of Directors, the requirement for a quorum shall be deemed waived for purposes of taking such action. Any directors so chosen shall hold office until the next election of the class for which such directors shall have been chosen and until their successors are elected and qualified. Subject to the foregoing, at each annual meeting of shareholders, the successors to the class whose term shall then expire shall be elected to hold office for a term expiring at the third succeeding annual meeting.

D. Removal. Notwithstanding any other provisions of these Articles of Incorporation or the By-laws of the corporation (and notwithstanding the fact that some lesser or greater percentage may be specified by law, these Articles of Incorporation or the By-laws of the corporation), any director or the entire Board of Directors of the corporation may be removed during their term of office only as follows:

(i) directors shall be subject to removal at any time, for cause, by the affirmative vote of the holders of 75% or more of the then outstanding shares of capital stock of the corporation entitled to vote generally in the election of directors (considered for this purpose as a single class) cast at a meeting of the shareholders called for that purpose; and

(ii) directors shall be subject to removal, without cause, by the affirmative vote of the holders of 75% or more of the then outstanding shares of capital stock of the corporation entitled to vote generally in the election of directors (considered for this purpose as a single class) cast at a meeting of the shareholders called for that purpose, at any time during the one hundred twenty (120) day period following a change in control, provided, that, a director who is removed from office prior to the end of his or her then current term as provided in this clause (ii) shall, at the time of, and as a condition to, such removal be entitled to receive the balance of any compensation which would have otherwise been payable to such director over their remaining term of office.

For purposes of the foregoing, a "change in control" shall be deemed to have occurred in the event that any person or entity which does not directly or indirectly control, or is not directly or indirectly controlled by or under common control with, any person or entity which then owns a majority of the then outstanding shares of capital stock of the corporation entitled to vote generally in the election of directors, acquires (x) a majority of the then outstanding shares of capital stock of the corporation entitled to vote generally in the election of directors or (y) a majority of the then outstanding shares of capital stock entitled to vote generally in the election of directors of any corporation of which this corporation is a subsidiary.

E. Cause. For purposes of the foregoing, term "cause" shall mean any of the following: (i) a director's conviction of, or plea of guilty or *nolo contendere* to, a crime involving moral turpitude or a felony, (ii) the embezzlement or misappropriation of funds or property of the corporation by such director, (iii) the violation by such director of his or her fiduciary duties to the corporation or the taking by such director of any action, or course of conduct, directly inimical to the best interests of the corporation or its shareholders, (iv) the repeated failure of such director to endeavor, in good faith, to discharge his or her duties as a director of the corporation, including, without limitation, (x) such director's repeated failure to attend meetings of the Board of Directors or (y) such director's repeated failure to observe such rules or regulations as the Board of Directors may reasonably adopt from time to time for the governance of Board meetings, (v) the removal or resignation of such director from the Board of Directors of the corporate parent of the corporation and (vi) in the case of any director who is otherwise an employee of the corporation or any subsidiary of the corporation, the termination of such director's employment with the corporation for any reason.

F. Amendment. Notwithstanding any other provisions of these Articles of Incorporation or the By-laws of the corporation (and notwithstanding the fact that some lesser percentage may be specified by law these Articles of Incorporation or the By-laws of the corporation), the foregoing provisions of this Article FIFTH may only be amended, modified or eliminated by the affirmative vote of the holders of 75% or more of the then outstanding shares of capital stock of the corporation entitled to vote generally in the election of directors (considered for this purpose as a single class) cast at a meeting of the shareholders called for that purpose.

**SECOND:** That, on December 8, 2005, the Board of Directors of the Company, by unanimous written consent in lieu of a meeting, adopted a resolution approving the foregoing amendments to the Amended and Restated Articles of Incorporation of the Company and recommending the same for adoption and approval by the Shareholder of the Company.

**THIRD:** That, on December 8, 2005, the Shareholder of the Company, by unanimous written consent in lieu of a meeting, adopted a resolution adopting and approving the foregoing amendments to the Amended and Restated Articles of Incorporation of the Company as recommended by the Board of Directors of the Company.

IN WITNESS WHEREOF, the Company has caused these Articles of Amendment to be executed by its duly authorized officer this 7th day of February, 2006.

PDI HOLDINGS, INC.

By:   
Richard Clark, Secretary