

157236

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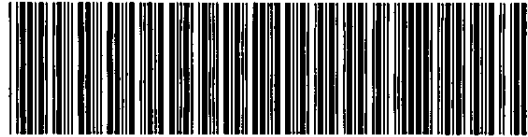
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Amend

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2015 JAN 20 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AOR
1/23/15

METTLER RANDOLPH MASSEY
CARROLL & STERLACCI, P.L.

Attorneys at Law

Direct Dial Telephone: 561-472-6088
Facsimile: 561-655-2835
crandolph@mettlerlaw.com

January 15, 2015

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

Name of Corporation: Schumacher Auto Group, Inc.
Document Number: 157236

Dear Sir or Madam:

The enclosed Amended Articles of Incorporation and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

J. CATER RANDOLPH II
Mettler Randolph Massey Carroll & Sterlacci, P.L.
340 Royal Palm Way, Suite 100
Palm Beach, FL 33480
Email Address: crandolph@mettlerlaw.com

For further information concerning this matter, please call:

J. Cater Randolph II at 561-472-6088

Enclosed is a check for \$52.50 made payable to the Florida Department of State for the Filing Fee, Certificate of Status and Certified Copy.

Sincerely,



Cater Randolph

CR/jk/Enclosure

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SCHUMACHER AUTO GROUP, INC.

FILED
2015 JAN 20 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit Corporation adopts the following amendments to its Articles of Incorporation:

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is ten thousand (10,000) shares, which shall be designated as "common shares". The issuance and transfer of stock of the Corporation shall be restricted by any shareholder's agreement entered into and made effective by and among the holders of issued and outstanding common shares of the Corporation. All common shares shall have the same rights to distribution and liquidation proceeds of the Corporation and shall be identical in all other respects, but shall not have identical rights with regard to voting.

Twenty-five hundred (2,500) shares of the common shares shall have voting rights, which shares shall be designated "voting common shares". Except as otherwise specifically provided by the laws of the State of Florida, the sole and exclusive right of voting on all corporate matters, including, without limitation, any election, meeting, consent or waiver of notice, shall be in the holders of issued and outstanding voting common shares.

Seventy-five hundred (7,500) shares of the common shares shall have no voting rights, which shares shall be designated "non-voting common shares". Except as otherwise specifically provided by the laws of the State of Florida, the holders of issued and outstanding non-voting common shares are not to be considered shareholders for the purpose of any election, meeting, consent or waiver of notice and shall not be entitled to notice of any meetings of the shareholders of the Corporation and shall carry no right to participate in the management of the Company and no right to vote on any matter presented to the shareholders for their vote or approval; provided, however, that such voting power and right to notice of any meeting of the shareholders shall automatically vest in the owners and holders of issued and outstanding non-voting common shares at such times as there is no voting common shares issued and outstanding.

In the event of the liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the total net assets of the Corporation remaining after the payment of all debts and obligations of the Corporation shall be distributed equally to each owner and holder of issued and outstanding common shares without preference whatsoever and

regardless of whether said holder is the owner of voting common shares or nonvoting common shares.

This amendment was approved by the shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval. on 12-16-14.

Signed this 16th day of December, 2014.

A handwritten signature in cursive script, reading "Charles A. Schumacher", written over a horizontal line.

CHARLES A. SCHUMACHER
Director