

# 193775

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SOUTH MOTOR COMPANY OF DADE COUNTY

Certificate of Status	0
Certified Copy	1
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AMENDED AND RESTATED 2012 DEC 28 PM 3: 23

ARTICLES OF INCORPORATION  
OF  
SOUTH MOTOR COMPANY OF DADE COUNTYDEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1008 of the Florida Business Corporation Act, South Motor Company of Dade County, a Florida corporation, hereby certifies as follows:

1. The name of the Corporation is South Motor Company of Dade County (the "Corporation").
2. The Corporation's Articles of Incorporation, as originally filed with the Department of State of the State of Florida on June 11, 1956, and as amended through the date hereof, are hereby amended and restated in their entirety by these Amended and Restated Articles of Incorporation.
3. These Amended and Restated Articles of Incorporation of this Corporation have been duly authorized and approved by a joint unanimous written consent of the directors and the shareholders of the Corporation effective as of December 27, 2012 pursuant to Sections 607.0821, 607.0704, 607.1003 and 607.1007 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendments to the Corporation's Articles of Incorporation by the shareholders was sufficient for approval.
4. These Amended and Restated Articles of Incorporation will be effective upon their filing with the Department of State of the State of Florida.
5. The Corporation's Articles of Incorporation are hereby amended and restated in their entirety as follows:

ARTICLE I  
NAME AND ADDRESS

The name of this corporation is South Motor Company of Dade County (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 16165 South Dixie Highway, Miami, Florida 33157.

ARTICLE II  
PURPOSE

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

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### ARTICLE III CAPITAL STOCK

#### 3.1. Number of Authorized Shares; Classes of Common Stock

The aggregate number of shares which the Corporation shall have the authority to issue is One Hundred Fifty Thousand Shares (150,000) shares to be designated as "Class A Voting Common Stock" and "Class B Non-Voting Common Stock" divided as follows:

(a) Class A Voting Common Stock. The total number of authorized shares of Class A Voting Common Stock shall be Fifteen Hundred (1,500) shares with the par value of \$0.01 per share.

(b) Class B Non-Voting Common Stock. The total number of authorized shares of Class B Non-Voting Common Stock shall be One Hundred Forty Eight Thousand Five Hundred (148,500) shares with the par value of \$0.01 per share.

#### 3.2. Class A Voting Common Stock Voting Rights.

Except as otherwise provided herein or as otherwise required by applicable law, each holder of Class A Voting Common Stock shall have one vote in respect of each share of Class A Voting Common Stock held of record on the books of the Corporation on all matters submitted to a vote for shareholders of the Corporation. Holders of Class A Voting Common Stock are not entitled to cumulate votes in the election of any directors.

#### 3.3. Class B Non-Voting Common Stock Voting Rights.

Class B Non-Voting Common Stock shall have no voting rights except as may be required by the Act.

#### 3.4. Other Rights, Preferences and Privileges of Class A Voting Common Stock and Class B Non-Voting Common Stock

Except as otherwise specifically provided herein with respect to voting, all shares of Class A Voting Common Stock and Class B Non-Voting Common Stock shall have the same rights, preferences and privileges with respect to dividends, distributions and any liquidation or dissolution of the Corporation, as if such classes constitute a single class.

### ARTICLE IV REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is 1801 SW First Street, Miami, Florida 33135 and the name of its registered agent at such office is Cesar R. Camacho, Esq.

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## **ARTICLE V BOARD OF DIRECTORS**

The Board of Directors of the Corporation shall consist of between one and five directors, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. Each of the Corporation's directors shall serve until such director's successor is duly elected and qualified, or until such director's earlier resignation or death.

## **ARTICLE VI INDEMNIFICATION**

The Corporation shall indemnify each of its officers and directors and each of its former officers and directors to the fullest extent not prohibited by law in existence now or hereafter.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article VI.

## **ARTICLE VII EXCULPATION**

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

## **ARTICLE VIII BYLAWS**

The Corporation's Bylaws may be altered, amended or repealed, and new Bylaws adopted, by the affirmative vote of at least a majority of the members of the Board of Directors then in office or by the affirmative vote of the holders of at least a majority of the voting power of all shares of capital stock of the Corporation then entitled to vote generally in the election of directors, voting as a single class.

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**ARTICLE IX  
PREEMPTIVE RIGHTS**

In order to afford each of the Corporation's shareholders the right to maintain its percentage ownership in the class or classes of common stock each such shareholder owns, each shareholder of record shall have and be provided the preemptive right to subscribe for and purchase, prior to issuance to any person or entity, any shares of the class or classes of the Corporation's common stock it then owns as well as any notes, debentures, warrants, bonds or other securities convertible into or carrying options, warrants or other rights to subscribe for or purchase shares of such class or classes of the Corporation's common stock.

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on December 28, 2012.

SOUTH MOTOR COMPANY OF DADE  
COUNTY

By:   
Name: Manuel Villamanan  
Title: President

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