

Division of Corporations

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**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
COX CHEVROLET INCORPORATED**

**THIS AMENDMENT TO THE ARTICLES OF INCORPORATION OF COX CHEVROLET INCORPORATED** (this "Amendment") was adopted on the 12<sup>th</sup> day of September 2011 by all of the Shareholders of **COX CHEVROLET INCORPORATED**, a Florida corporation (the "Corporation") in accordance with Chapter 607, Florida Statutes.

**WITNESSETH:**

**WHEREAS**, the Corporation's original Articles of Incorporation were filed with the Florida Secretary of State on November 24, 1958 (the "Articles");

**WHEREAS**, the Corporation, its Board of Directors, and Shareholders believe it to be in their best interests to provide for voting common stock and non-voting common stock, and in connection therewith, it is necessary to amend the Articles to authorize the issuance of voting common stock and non-voting common stock; and

**WHEREAS**, the Corporation, its Board of Directors, and Shareholders believe it to be in their best interests to provide for indemnification of the Corporation's officers and directors.

**NOW, THEREFORE**, pursuant to the provisions of Florida Statutes Section 607.1003 the Corporation hereby adopts the following Amendment to its Articles:

1. Article III of the Articles is hereby deleted in its entirety and replaced with the following new Article III:

**ARTICLE III**

- (A) **Common Stock.** This Corporation is authorized to issue not more than One Thousand (1,000) shares of voting common stock and not more than Ninety-Nine Thousand (99,000) shares of non-voting common stock. All of the authorized stock of this Corporation shall be fully paid and non-assessable upon issue, and all such stock may be issued or disposed of for such consideration payable in cash, property, real or personal or mixed, labor, or services, at a just valuation to be fixed by the Board of Directors of this Corporation.
- (B) **Voting Rights.** Each holder of record of shares of voting common stock shall have full voting rights and shall be entitled to one (1) vote per share, shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of this Corporation, and shall be entitled to vote upon such matters and in such a manner as provided in the Bylaws of this

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Corporation or otherwise as provided by law. The holders of record of shares of non-voting common stock shall not have any voting rights except as required by law.

- (C) **Dividends.** The holders of voting common stock and non-voting common stock shall be entitled to receive such dividends as may be declared from time to time by the Board of Directors. If dividends are paid in shares of stock, the stock distributed to the holders of voting common stock shall be in the form of voting common stock, and the stock distributed to the holders of non-voting common stock shall be in the form of non-voting common stock.
- (D) **Liquidation Rights.** Upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation shall be distributed to the holders of the voting common stock and non-voting common stock in proportion to ownership, but only the voting common stock shall have voting rights.

2. A new Article XI is hereby added to the Articles as follows:

"ARTICLE XI  
INDEMNIFICATION

To the fullest extent permitted by Chapter 607 of the Florida Statutes (the "Statutes"), as the same may be from time to time amended, but subject to all restrictions set forth therein, the corporation shall indemnify, hold harmless, and advance expenses to, as defined in the statutes, any person, his or her heirs, personal representative, executor, administrator or guardian who was or is a party to any proceeding, as defined in the Statutes, by reason of the fact that he or she is or was a Director or officer of the corporation, against liability as defined in the Statutes, expenses as defined in the Statutes and amounts paid in settlement incurred in connection with such proceeding, including any appeal thereof. This indemnification article shall specifically not apply to persons or entities who are or were employees or agents of the corporation, but who are not or were not Directors or officers of the corporation. To be reimbursed, the Director or officer must submit a request for reimbursement to the Corporation within 60 days of incurring liability for the amount. The Corporation shall make reimbursement within 10 days of receiving the reimbursement request."

3. Except as specifically amended herein, all terms, provisions and conditions of the Articles shall remain unmodified, and otherwise in full force and effect.

4. The foregoing Amendment was approved and ratified by all of the Shareholders by execution of a written consent, dated September 12, 2011, in accordance with Florida Statutes Chapter 607. Therefore, the Secretary of State is hereby requested to approve and file this Amendment in accordance with Florida Statutes Chapter 607.

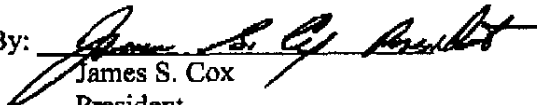
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**IN WITNESS WHEREOF**, the undersigned has executed this Amendment effective the 12<sup>th</sup> day of September, 2011.

**COX CHEVROLET INCORPORATED,**  
a Florida corporation

By:   
James S. Cox  
President

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