

312631

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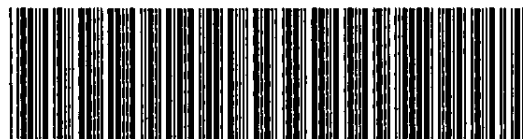
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December 10, 2012

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

*Via Federal Express*

Re: Articles of Amendment to be recorded

Dear Sir or Madam:

Please find enclosed original Articles of Amendment to the Articles of Incorporation on Tri-State Automotive Warehouse, Inc., as well as original Articles of Amendment to the Articles of Incorporation of Marianna Auto Parts & Supply Company, Inc. Also, please find enclosed our check in the amount of \$87.50 to cover the recording fees as well as a certified copy of each.

After recording, please return the same to our offices via the enclosed pre-paid Federal Express envelope. If you have any questions, please do not hesitate to contact me.

Sincerely,

JOHNSTON, HINESLEY, FLOWERS, CLENNEY  
& TURNER, P.C.



Joe M. Chambers

JMC/krm

STATE OF FLORIDA           )  
                                      )  
JACKSON COUNTY            )

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
TRI-STATES AUTOMOTIVE WAREHOUSE, INC.

DOCUMENT NO. 312631

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

1. The name of the Corporation is **TRI-STATES AUTOMOTIVE WAREHOUSE, INC.**

2. Section III of the Articles of Incorporation is amended by deleting said Section in its entirety and substituting therefor the following as new Section III:

“The aggregate number of shares of capital stock that the corporation is authorized to issue is 50,000 shares of common stock, \$1.00 par value, which shall be divided into two (2) series, the first being Series A Voting Common Stock, \$1.00 par value, of which there shall be 1,000 authorized shares, and the second being Series B Non-Voting Common Stock, \$1.00 par value, of which there shall be 49,000 authorized shares. The term "common stock" as used herein shall refer to and include all shares of Common Stock, whether Series A Voting or Series B Non-Voting.

Each share of Series A Voting Common Stock, \$1.00 par value, shall entitle the holder thereof to one (1) vote for each such share on all matters upon which shareholders have the right to vote.

Each share of Series B Non-Voting Common Stock, \$1.00 par value, shall be equal to each share of Series A Voting Common Stock, \$1.00 par value, in every respect (including but not limited to the right to receive ordinary and liquidating dividends) **except that** the holders of Series B Non-Voting Common Stock, \$1.00 par

value, shall not be entitled to vote on matters upon which shareholders are entitled to vote, except as otherwise required by the laws of the State of Florida.”

3. Each share of the Corporation’s existing capital stock, which is common stock, \$100 par value, shall be exchanged for (i) two (2) share of Series A Voting Common Stock, \$1.00 par value, and (ii) ninety-eight (98) shares of Series B Non-Voting Common Stock, \$1.00 par value, automatically upon recording of this amendment, and new share certificates reflecting the same shall be issued to the existing shareholders of the Corporation against delivery to the Corporation by each such shareholder of their existing share certificates, duly endorsed for cancellation and reissuance.

4. The date of the adoption of the above amendment by the shareholders and the Board of Directors of the Corporation was December 4, 2012.

5. The Corporation has one class of authorized capital stock, which is 500 shares of common stock, \$100 par value, of which 128 shares are issued and outstanding and entitled to vote on this amendment, and all such shares were voted in favor of this amendment.

**[SIGNATURE PAGE TO FOLLOW]**

DATED this 10<sup>th</sup> day of December, 2012.

**TRI-STATES AUTOMOTIVE  
WAREHOUSE, INC.**

By: Walter W. Spence, Jr.  
Walter W. Spence, Jr., President

Prepared By:

Paul F. Turner, Jr., Esq.  
JOHNSTON, HINESLEY, FLOWERS & CLENNEY, P.C.  
Attorneys At Law  
Post Office Box 2246  
Dothan, Alabama 36302  
(334) 793-1115

ART\_OF.AMD\Tri-State Automotive\_\_Recapitalization (2012)