366321

Florida Department of State
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COR AMND/RESTATE/CORRECT OR O/D RESIGN

BAY CADILLAC, INC.

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Amend
(a 11/5/12

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Articles of Amendment
to
Articles of Incorporation
of

Bay Cadillac, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

366321

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this ***Florida Profit Corporation*** adopts the following amendment(s) to its Articles of Incorporation:

A. **If amending name, enter the new name of the corporation:**

N/A

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or Co.," or the designation "Corp," "Inc," or "Co". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. **Enter new principal office address, if applicable:**
(Principal office address MUST BE A STREET ADDRESS)

N/A

C. **Enter new mailing address, if applicable:**
(Mailing address MAY BE A POST OFFICE BOX)

N/A

12 NOV -2 AM 11:13

D. **If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent N/A

(Florida street address)

New Registered Office Address: N/A *(City)*, Florida *(Zip Code)*

New Registered Agent's Signature, if changing Registered Agent:
I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change	PT	John Doe
X Remove	V	Mike Jones
X Add	SV	Sally Smith

Type of Action (Check One)	Title	Name	Address
1) ____ Change	____	N/A	____
____ Add			____
____ Remove			____
2) ____ Change	____	____	____
____ Add			____
____ Remove			____
3) ____ Change	____	____	____
____ Add			____
____ Remove			____
4) ____ Change	____	____	____
____ Add			____
____ Remove			____
5) ____ Change	____	____	____
____ Add			____
____ Remove			____
6) ____ Change	____	____	____
____ Add			____
____ Remove			____

E. If amending or adding additional Articles, enter change(s) here:
(Attach *additional sheets, if necessary). *(Be specific)*

See Exhibit A attached hereto.

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:
(*if not applicable, indicate N/A*)

See Exhibit A attached hereto.

EXHIBIT A

TO

ARTICLES OF AMENDMENT

ARTICLES OF INCORPORATION

OF

BAY CADILLAC, INC.

E. Amendment to Article III of the Articles of Incorporation is hereby amended to read in full as follows:

> "III. The number of authorized shares of Common Stock of the Corporation shall be One Thousand (1,000) shares of Common Stock with a par value of One Dollar ($1.00) per share, of which Ten (10) shares shall be designated as Voting Common Stock and Nine Hundred Ninety (990) shares shall be designated as Non-Voting Common Stock. All shares when issued shall be nonassessable and fully paid and the rights, preferences and privileges of the Voting Common Stock and the Non-Voting Common Stock shall be identical in all respects except that in all matters submitted to the shareholders for a vote, each outstanding share of the Voting Common Stock shall be entitled to vote and each outstanding share of Non-Voting Common Stock shall not be entitled to vote except as otherwise required by law."

F. Provisions for implementing the amendment - the Board and shareholders adopted the following resolutions:

WHEREAS, the Corporation desires to redeem the stock of the Corporation and issue Voting and Non-Voting Shares to the shareholders of the Corporation in the following manner.

NOW, THEREFORE, BE IT

RESOLVED, that in connection with the proposed recapitalization of Corporation, each of the shareholders of Corporation will contribute all of his or her stock to the Corporation in exchange for Voting Stock of the Corporation, such that immediately after the exchange, each shareholder's ownership and voting percentage of the outstanding Voting Stock of the Corporation will be identical as such shareholder's ownership and voting percentage of Corporation's outstanding stock immediately prior to the exchange as set forth on <u>Schedule A</u> attached hereto; and

FURTHER RESOLVED, that, upon completion of the proposed recapitalization, the Corporation will declare that a pro rata dividend of ninety-nine Non-Voting Shares be issued for each Voting Share issued;

FURTHER RESOLVED, that the President and the Secretary of this Corporation be, and each of them is hereby authorized, empowered and directed to issue and deliver stock certificates for fully paid and nonassessable shares of Voting and Non-Voting Stock, One Dollar ($1.00) par value per share, of this Corporation to the shareholders of record as of the date hereof.

The date of each amendment(s) adoption: October 31 , 2012

Effective date if applicable: N/A

(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

■ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by ______________________________."

(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated October 31, 2012

Signature ______________________

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Norman Braman

(Typed or printed name of person signing)

Vice President

(Title of person signing)