

Division of Corporations

Page 1 of 1

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Electronic Filing Menu

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Help

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H12000291354 3

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
STEWART AGENCY, INC.**

Pursuant to Article IX of the Articles of Incorporation of STEWART AGENCY, INC. (the "**Corporation**"), and Florida Statutes §§607.1003 and 607.1006, the Corporation's Articles of Incorporation are hereby amended as provided herein.

1. The name of this Corporation is STEWART AGENCY, INC.
2. Article III of the Corporation's Articles of Incorporation is hereby deleted in its entirety and replaced by the following:

"ARTICLE III

The aggregate number of shares which the corporation shall have the authority to issue is One Hundred (100) shares of Voting Common Stock, no par value (the "**Voting Common Stock**"), and Nine Thousand Nine Hundred (9,900) shares of Non-Voting Common Stock, no par value (the "**Non-Voting Common Stock**").

The holders of Voting Common Stock and Non-Voting Common Stock shall have identical rights with respect to (a) distributions from the Corporation; (b) the liquidation proceeds of the Corporation; and (c) all other matters affecting the Corporation, except that the holders of Non-Voting Common stock shall not be entitled to vote on matters affecting the Corporation (unless required by Florida law)."

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.
4. The amendment herein provided for was duly recommended by the Board of Directors of the Corporation to the shareholders.
5. The amendment herein provided for was unanimously approved and adopted by the shareholders of the Corporation on December 10, 2012.
6. The reclassification and exchange of shares contemplated by these Articles of Amendment will be implemented pursuant to that certain Plan of Recapitalization approved by the Board of Directors and the shareholders of the Corporation.
7. These Articles of Amendment shall be effective as of the date these Articles of Amendment are filed with the Department of State of the State of Florida.

H12000291354 3

The undersigned has executed these Articles of Amendment to the Articles of Incorporation of STEWART AGENCY, INC., this 10th day of December, 2012.

By: 

EARL D. STEWART, JR., President

H12000291354 3