

521757

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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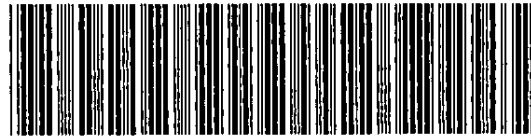
(Business Entity Name)

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*Amended &
Restated
Articles*

07/30/12--01041--002 **43.75

FILED
2012 JUL 30 PM 3:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

*DDR
1/31/12*

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ESTATE & GIFT TAX PLANNING

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SUCCESSION PLANNING

DOMESTIC & INTERNATIONAL TAX PLANNING

PROBATE & TRUST ADMINISTRATION

SPECIAL NEEDS PLANNING

July 25, 2012

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Bennett Auto Supply, Inc.
Document Number: 521757
Our File No.: 22248.001

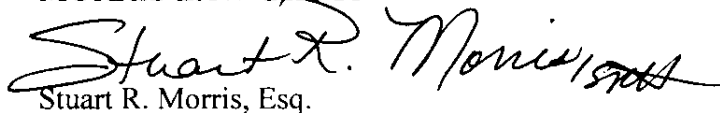
Dear Sir/Madam:

Enclosed are the Amended and Restated Articles of Incorporation for the above-referenced entity along with our check in the amount of \$43.75.

Please process this document at your earliest opportunity and provide us with a certified copy. I have enclosed an envelope for your convenience. Should you have any questions, please do not hesitate to contact me at the above number.

Sincerely,

MORRIS LAW GROUP



Stuart R. Morris, Esq.

SRM/srh

Enclosures

Signed in the absence of
Stuart R. Morris, Esq.
to avoid delay.

ADDITIONAL OFFICES:

AVENTURA: 20801 BISCAYNE BOULEVARD, SUITE 304, AVENTURA, FL 33180
WEST PALM BEACH: 777 SOUTH FLAGLER DRIVE, WEST TOWER, SUITE 800, WEST PALM BEACH, FL 33401
WESTON: 2843 EXECUTIVE PARK DRIVE, WESTON, FL 33331

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
BENNETT AUTO SUPPLY, INC.**

FILED

2012 JUL 30 PM 3: 23

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Florida Statutes §607.1003 and any other applicable provisions of Florida law, the undersigned Corporation adopts the following Articles of Amendment and Restatement of the Articles of Incorporation of BENNETT AUTO SUPPLY, INC. (the "Corporation"):

**ARTICLE I
NAME**

The name of the corporation is BENNETT AUTO SUPPLY, INC., a Florida corporation.

**ARTICLE II
DURATION**

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the January 6, 1977.

**ARTICLE III
PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful activities or business permitted under the laws of the United States, State of Florida or any other state, country, territory or nation, and particularly conduct sales, both wholesale and retail in connection with the auto parts business, and do all things necessary and needful in the operation thereof.

The Corporation may guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of capital stock of, or any bonds, securities or evidence of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state or government, and while the owner of such stock, exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is Five Thousand (5,000) shares of voting common stock, One Cent (\$0.01) par value, which shall be designated "Class A Voting Common Shares"; and Forty-Five

Thousand (45,000) shares of non-voting common stock, One Cent (\$0.01) par value, which shall be designated "Class B Nonvoting Common Shares".

The holders of Class A Voting Common Shares and Class B Nonvoting Common Shares shall have identical rights with respect to (a) distributions from the Corporation; (b) liquidation of the Corporation; and (c) all other matters affecting the Corporation, except that each Class A Voting Common Share shall be entitled to one (1) vote and the holders of Class B Nonvoting Common Shares shall not be entitled to vote on matters affecting the Corporation (unless required by Florida Statutes §607.1004(4), §607.1103(6) or other provisions of Florida law).

ARTICLE V PRINCIPAL OFFICE; REGISTERED OFFICE AND AGENT

The street address of the principal office and registered office of this corporation is:

Principal Office:

3141 SW 10th Street
Pompano Beach, FL 33069

The name and address of the registered agent:

Patrick G. Kelley
1401 E. Broward Blvd., Suite 206
Ft. Lauderdale, FL 33301

ARTICLE VI BOARD OF DIRECTORS

This Corporation's Board of Directors (the "Board of Directors") shall consist of one or more individuals. The number of Directors may be increased or decreased from time to time by the By-laws of the Corporation, provided that there is at least one individual serving as a Director at all times.

The names and street addresses of the Board of Directors of the Corporation are as follows:

Harold B. Bennett

3141 SW 10th Street
Pompano Beach, FL 33069

Barry E. Bennett

3141 SW 10th Street
Pompano Beach, FL 33069

Patrick G. Kelley

1401 E. Broward Blvd., Suite 206
Ft. Lauderdale, FL 33301

ARTICLE VII ADOPTIONS

1. These Articles of Amendment and Restatement of the Articles of Incorporation may be altered, amended or repealed by the Board of Directors or shareholders of the Corporation in accordance with the applicable provisions of Florida law.
2. The Articles of Amendment and Restatement of the Articles of Incorporation herein provided for was duly recommended by the Board of Directors of the Corporation to the shareholders.
3. The Articles of Amendment and Restatement of the Articles of Incorporation herein provided for was unanimously approved and adopted by the shareholders of the Corporation on July 11, 2012.
4. The reclassification and exchange of shares contemplated by these Articles of Amendment and Restatement of the Articles of Incorporation will be implemented pursuant to that certain Plan of Recapitalization approved by the Board of Directors and the shareholders of the Corporation.
5. These Articles of Amendment and Restatement of the Articles of Incorporation shall be effective as of the date these Articles of Amendment and Restatement of the Articles of Incorporation are filed with the Department of State of the State of Florida.

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The undersigned has executed these Articles of Amendment and Restatement of the Articles of Incorporation of BENNETT AUTO SUPPLY, INC., this 11th day of July, 2012.

BENNETT AUTO SUPPLY, INC.

By: [Signature]
HAROLD B. BENNETT, President

ATTEST: [Signature]
BARRY E. BENNETT, Secretary

(CORPORATE SEAL)

STATE OF FLORIDA)
COUNTY OF Broward)SS:

The foregoing instrument was acknowledged before me this 11th day of July, 2012, by HAROLD B. BENNETT, as President of BENNETT AUTO SUPPLY, INC., a Florida corporation, by and on behalf of the Corporation. He ☒ is personally known to me or ☐ has produced _____ as identification.

[Signature]
Notary Public, State of Florida

Type/Print/or Stamp Name of Notary Public

My Commission Expires:

