

F17000004447

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

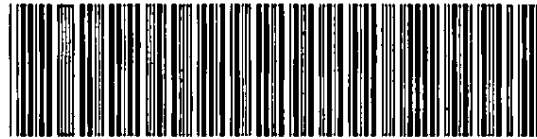
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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R. WHITE
MAR 18 2021

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CarLotz, Inc.

DOCUMENT NUMBER: F17000004447

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Amanda Cameron
Name of Contact Person

CarLotz, Inc.
Firm/ Company

411 Bainbridge St. Ste 100
Address

Richmond, VA 23224
City/ State and Zip Code

acameron@carlotz.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John Foley at (757) 839-3428
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|--|--|--|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 21, 2021

AMANDA CAMERON
611 BAINBRIDGE ST
STE. 100
RICHMOND, VA 23224

SUBJECT: CARLOTZ, INC.
Ref. Number: F17000004447

We have received your document for CARLOTZ, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The form you submitted is for a Florida Profit Corporation, but your entity is a Foreign Profit Corporation. Please complete and return the enclosed blank form(s).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 821A00003850

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F17000004447

(Document number of corporation (if known))

1. CARLOTZ, INC. _____
(Name of corporation as it appears on the records of the Department of State)
2. DELAWARE _____ 3. 10/03/2017 _____
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____
5. CARLOTZ GROUP, INC. _____
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
- (If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida) _____

6. If the amendment changes the period of duration, indicate new period of duration.
- _____
- (New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- _____
- (New jurisdiction)

8. 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 _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (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

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
CEO/Pres	Michael Bor	611 Bainbridge St Ste 100	<input type="checkbox"/> Add
		Richmond, VA, 23224 - 2379, USA	<input type="checkbox"/> Remove
CFO	Tom Stoltz	611 Bainbridge St Ste 100	<input type="checkbox"/> Add
		Richmond, VA, 23224 - 2379, USA	<input type="checkbox"/> Remove
COO	John Foley II	611 Bainbridge St Ste 100	<input type="checkbox"/> Add
		Richmond, VA, 23224 - 2379, USA	<input type="checkbox"/> Remove
Secretary	Rebecca Polak	611 Bainbridge St Ste 100	<input type="checkbox"/> Add
		Richmond, VA, 23224 - 2379, USA	<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove

10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

DocuSigned by


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

REBECCA POLAK

 (Typed or printed name of person signing)

SECRETARY

 (Title of person signing)

FILING FEE \$35.00

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "CARLOTZ GROUP, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "CARLOTZ, INC." TO "CARLOTZ GROUP, INC.", FILED THE TWENTY-FIRST DAY OF JANUARY, A.D. 2021, AT 1:01 O'CLOCK P.M.

CERTIFICATE OF VALIDATION, FILED THE TWENTY-SIXTH DAY OF JANUARY, A.D. 2021, AT 5:40 O'CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

4953171 8100X
SR# 20210846295

Authentication: 202687298
Date: 03-09-21

You may verify this certificate online at corp.delaware.gov/authver.shtml

CERTIFICATE OF MERGER

merging

ACAMAR PARTNERS SUB, INC.
(a Delaware corporation)

with and into

CARLOTZ, INC.
(a Delaware corporation)

January 21, 2021

Pursuant to Title 8, Section 251(c) of the General Corporation Law of the State of Delaware, as amended (the "DGCL"), CarLotz, Inc., a Delaware corporation (the "Company"), hereby certifies to the following information relating to the merger of Acamar Partners Sub, Inc., a Delaware corporation ("Merger Sub"), with and into the Company (the "Merger"):

FIRST: The name and state of incorporation of each of the constituent corporations to the Merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
CarLotz, Inc.	Delaware
Acamar Partners Sub, Inc.	Delaware

SECOND: The Agreement and Plan of Merger, dated as of October 21, 2020 (as amended by Amendment No. 1, dated December 16, 2020, the "Merger Agreement"), by and among the Company, Merger Sub and Acamar Partners Acquisition Corp., a Delaware Corporation ("Acamar Partners") has been approved, adopted, executed and acknowledged, as applicable, by each of the Company and Merger Sub in accordance with Section 251 of the DGCL (and, with respect to each of the Company and Merger Sub, by a written consent of its stockholders or the sole stockholder, as applicable, in accordance with Section 228 of the DGCL).

THIRD: Following the Merger, the Company will continue its existence as the surviving corporation and the separate corporate existence of Merger Sub will cease. The name of the surviving corporation will be CarLotz Group, Inc.

FOURTH: The Certificate of Incorporation of the Company shall be the Third Amended and Restated Certificate of Incorporation set forth in Exhibit A hereto, until amended and changed pursuant to the provisions of the DGCL.

FIFTH: The Merger is to become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

SIXTH: The Merger Agreement is on file at the place of business of the Company at 611 Bainbridge Street, Suite 100, Richmond, Virginia, 23224.

SEVENTH: A copy of the Merger Agreement shall be furnished by the Company as the surviving corporation, on request and without cost, to any stockholder of the Company or Merger Sub.

IN WITNESS WHEREOF, the Company has caused this Certificate of Merger to be signed by an authorized officer as of the date first written above.

CARLOTZ, INC.


By: 
Name: Michael Bor
Title: Chief Executive Officer

Exhibit A

**THIRD AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
CARLOTZ GROUP, INC.**

FIRST: The name of the corporation is CarLotz Group, Inc. (the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 251 Little Falls Drive, Wilmington, New Castle County, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

THIRD: The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law (the "General Corporation Law").

FOURTH: The total number of shares of capital stock which the Corporation shall have authority to issue is 100, all of which shares shall be common stock having a par value per share of \$0.01.

FIFTH: In furtherance and not in limitation of the powers conferred by law, subject to any limitations contained elsewhere in this certificate of incorporation, the bylaws of the Corporation may be adopted, amended or repealed by a majority of the board of directors of the Corporation.

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: Subject to the terms of the certificate of incorporation, the number of directors of the Corporation shall be determined in the manner set forth in the bylaws of the Corporation.

EIGHTH: Election of directors need not to be by written ballot.

NINTH: Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

TENTH: The following indemnification provisions shall apply to the persons enumerated below.

1. Right to Indemnification of Directors and Officers. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently

exists or may hereafter be amended, any person (an "Indemnified Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnified Person in such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in Section 3 of this Article Tenth, the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the Board of Directors.

2. Prepayment of Expenses of Directors and Officers. The Corporation shall pay the expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article Tenth or otherwise.
3. Claims by Directors and Officers. If a claim for indemnification or advancement of expenses under this Article Tenth is not paid in full within 30 days after a written claim therefor by the Indemnified Person has been received by the Corporation, the Indemnified Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.
4. Indemnification of Employees and Agents. The Corporation may indemnify and advance expenses to any person who was or is made or is threatened to be made or is otherwise involved in any Proceeding by reason of the fact that such person, or a person for whom such person is the legal representative, is or was an employee or agent of the Corporation or, while an employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorney's fees) reasonably incurred by such person in connection with such Proceeding. The ultimate determination of entitlement to indemnification of persons who are non-director or officer employees or agents shall be made in such manner as is determined by the

Board of Directors in its sole discretion. Notwithstanding the foregoing sentence, the Corporation shall not be required to indemnify a person in connection with a Proceeding initiated by such person if the Proceeding was not authorized in advance by the Board of Directors.

5. Advancement of Expenses of Employees and Agents. The Corporation may pay the expenses (including attorney's fees) incurred by an employee or agent in defending any Proceeding in advance of its final disposition on such terms and conditions as may be determined by the Board of Directors.
6. Non-Exclusivity of Rights. The rights conferred on any person by this Article Tenth shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of this Certificate of Incorporation, by-laws, agreement, vote of stockholders or disinterested directors or otherwise.
7. Other Indemnification. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer or employee of another Corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise shall be reduced by any amount such person may collect as indemnification from such other Corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise.
8. Insurance. The Board of Directors may, to the full extent permitted by applicable law as it presently exists, or may hereafter be amended from time to time, authorize an appropriate officer or officers to purchase and maintain at the Corporation's expense insurance: (a) to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors, officers and employees under the provisions of this Article Tenth; and (b) to indemnify or insure directors, officers and employees against liability in instances in which they may not otherwise be indemnified by the Corporation under the provisions of this Article Tenth.
9. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article Tenth shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification. The rights provided hereunder shall inure to the benefit of any Indemnified Person and such person's heirs, executors and administrators.

Any amendment, repeal or modification of the foregoing provisions of this Article Tenth shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

ELEVENTH: The Corporation renounces any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, any Excluded Opportunity. An "Excluded Opportunity" is any matter, transaction or interest that is presented to, or acquired, created or developed by, or which otherwise comes into the possession of, any director of the Corporation who is not an employee of the Corporation or

Exhibit A

any of its subsidiaries (collectively, "Covered Persons"), unless such matter, transaction or interest is presented to, or acquired, created or developed by, or otherwise comes into the possession of, a Covered Person expressly and solely in such Covered Person's capacity as a director of the Corporation.

**CERTIFICATE OF VALIDATION
OF
CARLOTZ GROUP, INC.**

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:40 PM 01/26/2021
FILED 05:40 PM 01/26/2021
SR 20210363707 - File Number 4953171

Pursuant to Section 204 of the
General Corporation Law of the State of Delaware

CarLotz Group, Inc., formerly named CarLotz, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), certifies as follows:

1. The "defective corporate act" (as defined in Section 204(h) of the General Corporation Law of the State of Delaware (the "DGCL")) that is the subject of this Certificate of Validation is the payment of the Series A Liquidation Amount upon the conversion of all shares of Series A Preferred Stock and Common Stock outstanding prior to the Effective Time (as defined in the Agreement and Plan of Merger, dated as of October 21, 2020 (as amended by Amendment No. 1 dated December 16, 2020), by and among the Corporation, Acamar Partners Acquisition Corp. and Acamar Partners Sub, Inc.) into the consideration provided therefor at the Effective Time (the "Defective Act").

2. The nature of the "failure of authorization" (as defined in Section 204(h) of the DGCL) in respect of the Defective Act was the failure of the Certificate of Amendment (as defined below) to have been filed and become effective in accordance with Sections 103 and 242 of the DGCL prior to the Defective Act.

3. The Defective Act was duly ratified in accordance with Section 204 of DGCL pursuant to resolutions of the Board adopted on January 25, 2021, which resolutions were adopted by the sole holder of valid stock on January 25, 2021, acting by written consent in lieu of a meeting pursuant to Section 228 of the DGCL.

4. No certificate was previously filed under Section 103 of the DGCL in respect of the Defective Act. A certificate containing all of the information required to be included under Sections 103 and 242 of the DGCL to give effect to the Defective Act is attached hereto as Exhibit A (the "Certificate of Amendment"). Such certificate shall be deemed to have become effective as of 9:00 am (Eastern) on January 20, 2021.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Validation to be executed by its duly authorized officer as of this 25th day of January, 2021.

CARLOTZ GROUP, INC.

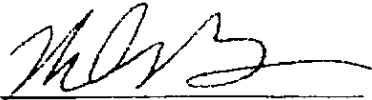
By: 
Name: Michael W. Bor
Title: Chief Executive Officer

Exhibit A

**CERTIFICATE OF AMENDMENT
OF
THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
CARLOTZ, INC.**

CarLotz, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "General Corporation Law"),

DOES HEREBY CERTIFY:

1. That the name of the Corporation is CarLotz, Inc., and that the Corporation was originally incorporated pursuant to the General Corporation Law on March 14, 2011 under the name CarLotz, Inc.
2. That the Amended and Restated Certificate of Incorporation of the Corporation was filed with the Delaware Secretary of State on January 22, 2019 (the "Amended and Restated Certificate of Incorporation").
3. That the Board of Directors of the Corporation duly and unanimously adopted resolutions proposing to amend the Amended and Restated Certificate of Incorporation, declaring said amendment to be advisable and in the best interests of the Corporation and its stockholders, and authorizing the appropriate officers of the Corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Amended and Restated Certificate of Incorporation of the Corporation is hereby amended as follows:

The text of Article Fourth C. Section 2.3.1 of the Amended and Restated Certificate of Incorporation of the Corporation is hereby amended and restated in its entirety as follows:

"2.3.1 Definition. Each of the following events shall be considered a "**Deemed Liquidation Event**" unless the holders of at least a majority of the outstanding shares of Series A Preferred Stock elect otherwise by written notice sent to the Corporation at least 10 days prior to the effective date of any such event:

(a) the consummation of a merger or consolidation of the Corporation with or into another company, all or substantially all of the proceeds of which (subject to reserves, escrows, hold-backs and earn-outs) are paid or distributed to the stockholders of the Corporation in exchange for their interests in the Corporation;

(b) a sale or other disposition of all or substantially all of the assets of the Corporation that is accompanied by the distribution to the stockholders of the

Corporation of substantially all of the proceeds of that sale (subject to reserves, escrows, hold-backs, earn-outs, and, if applicable, rollovers by management and employees); or

(c) any other similar transaction or event involving a disposition of all or substantially all of the Corporation's operating assets or outstanding capital stock of the Corporation."

4. That thereafter, by written consent executed in accordance with Section 228 of the General Corporation Law, the holders of a majority of the outstanding stock of the Corporation entitled to vote thereon were given written notice of the proposed amendment to the Amended and Restated Certificate of Incorporation and voted in favor of the adoption of the amendment to the Amended and Restated Certificate of Incorporation. The necessary numbers of shares, as required by statute and the Amended and Restated Certificate of Incorporation, were voted in favor of the amendment.

5. That said amendment to the Amended and Restated Certificate of Incorporation of Carlitz, Inc. has been duly adopted and approved in accordance with the provisions of Section 242 of the General Corporation Law by the directors and stockholders of the Corporation.