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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
HODGES MAZDA AT THE AVENUES, LLC**

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
HODGES MAZDA AT THE AVENUES, LLC**

A. The name of the limited liability company is Hodges Mazda at the Avenues, LLC (the "Company").

B. The Articles of Organization of the Company were filed with the Florida Secretary of State on October 4, 2016 and assigned Florida document number L16000184820.

C. The Articles of Organization of the Company are hereby amended and restated in their entirety to read as follows:

**"ARTICLES OF ORGANIZATION
OF
HODGES MOTOR COMPANY, LLC**

The undersigned organizer, who is the authorized representative of Hodges Motor Company, LLC (the "Company") under the Florida Revised Limited Liability Company Act, hereby adopts the following Articles of Organization.

ARTICLE I - NAME

The name of the Company is Hodges Motor Company, LLC.

ARTICLE II - PRINCIPAL OFFICE

The initial street and mailing address of the Company is 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE III - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent are Smith Hulsey & Busey, Professional Association, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE IV - MANAGEMENT

The Company shall be a manager-managed company."

D. There are no other amendments to the Articles of Organization, except as stated above.

E. This Amendment and Restatement of the Articles of Organization of the Company has been duly executed and is being filed in accordance with Section 605.0202, Florida Statutes.

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IN WITNESS WHEREOF, the Company has caused these Articles of Amendment and Restatement of the Articles of Organization to be signed in its name by its Authorized Representative on the 28th day of October, 2016.

HODGES MOTOR COMPANY, LLC

By: 
Stephen D. Moore, Jr.
Authorized Representative

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