

H. STRATTON SMITH III, P. A.

ATTORNEY AT LAW

OLD HYDE PARK

811 W. AZEELE STREET

TAMPA, FLORIDA 33606-2205

FAX • (813) 254-8770

(813) 254-1671

TO:

*Secretary of State*  
**L90731**

In an effort to improve our efficiency and expedite our service, we have developed this form. Please take appropriate action on the enclosed documents.

Re:

ACTION:

☐ Please advise

☒ Please record/file

☐ FYI

DOCUMENTS

100002182031--0

-05/16/97--01127--001

\*\*\*\*\*35.00 \*\*\*\*\*35.00

☒ The following original documents: or ☐ The following document copies:

*Enclosed is an amendment to the  
Articles of Incorporation & Check # 6090  
for \$35<sup>00</sup> to cover the fee.*

*Thank you.*

H. STRATTON SMITH III, P. A.

By:

*Cynthia J. Estes*

Date: *05/14/97*

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

GULF COAST AUTOMOTIVE DISTRIBUTORS, INC.

Pursuant to provisions of the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, the undersigned corporation adopts the following Articles Of Amendment to its Articles Of Incorporation:

1. The name of the corporation is GULF COAST AUTOMOTIVE DISTRIBUTORS, INC.
2. The following amendments to the Articles Of Incorporation of GULF COAST AUTOMOTIVE DISTRIBUTORS, INC. were adopted by the corporation:

ARTICLE III is amended to read as follows (That portion which is underlined reflects the changes to such article):

ARTICLE III - CAPITAL STOCK

The total number of shares of capital stock that this Corporation is authorized to have outstanding at any one time is as follows:

FIVE HUNDRED (500) SHARES  
OF COMMON STOCK  
HAVING A PAR VALUE OF  
ONE DOLLAR (\$1.00) PER SHARE.

The capital stock may be purchased by payment in lawful money of these United States of America and/or in property, labor or services of a just valuation, not less than the par value of said stock, to be fixed by the Board of Directors of this Corporation. All said shares of stock shall be fully paid and non-assessable.

Subject to the provision of the Business Corporate Act of the State of Florida, this Corporation may enter into contracts with any party, natural or otherwise, including its shareholders, for or relating to the sale and/or purchase of any number of shares of the capital stock of this Corporation, whether then held by the Corporation or by its said stockholders, on such terms and conditions as may be necessary to insure the success of any such contractual relations and/or agreements, stock options, and stock purchase agreements by and between the shareholders of the Corporation and/or by and between the shareholders and the Corporation and may make the capital stock of this Corporation subject to the terms and provisions of any agreement or agreements, provided only that this Corporation shall not purchase or redeem any of its capital stock in such a manner as to reduce the aggregate amount of the assets of this Corporation, at a fair and

just valuation, below an amount sufficient to equal the par value of all remaining outstanding stock of the Corporation, plus all other liabilities of the Corporation, and provided further that no such purchase or redemption shall operate as a reduction of the number of shares which this Corporation is authorized to have outstanding, and provided further that shares of stock so purchased or redeemed by this Corporation may be held in the treasury of the Corporation subject to re-issue for sufficient consideration by the Board of Directors of this Corporation, and provided further that shares of stock so held by this Corporation as treasury stock may be retired by the Board of Directors of this Corporation provided that no such retiring of treasury stock shall operate as a reduction of the number of shares which this Corporation is authorized to have outstanding.

ARTICLE XII is added to read as follows (That portion which is underlined reflects the addition of such article):

**ARTICLE XII - NO NEED FOR ACTUAL STOCKHOLDER MEETING**

Any action required or permitted by the Business Corporation Act of the State of Florida at an annual or special meeting of stockholders may be taken without a meeting, without prior written notice and without a vote if consented to in writing by the holders of outstanding shares having at least the minimum number of votes necessary to authorize or ratify such action if taken at a meeting at which all shares entitled to vote were present and voted. Prompt written notice of the taking of said action shall be given to the nonconsenting stockholders by (among other methods) mailing said notice to said stockholders by first class mail, postage prepaid, to their address of record.

3. The herein amendment was adopted by the Board of Directors on the 10<sup>th</sup> day of October, 1994.

4. The herein amendment was approved by a majority of the common shareholders of the corporation on the 10<sup>th</sup> day of October, 1994. The common shareholders are the only voting group of the corporation.

IN WITNESS WHEREOF, the undersigned president and secretary of the herein corporation has executed these Articles Of Amendment To Articles Of Incorporation on this 10<sup>th</sup> day of October, 1994.

GULF COAST AUTOMOTIVE DISTRIBUTORS, INC.

By: John E. Kutschman III  
President

By: John E. Kutschman II  
Secretary