

Division of Corporations

Page 1 of 2

m66441

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE HOWARD COMPANY OF THE SOUTHEAST, INC.**

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9/3/2015

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
THE HOWARD COMPANY OF THE SOUTHEAST, INC.**

Doc # M66441

Pursuant to the provisions of Section 607.1006, Florida Statutes, The Howard Company of the Southeast, Inc., a Florida corporation (the "Corporation"), adopts the following amendment to its Articles of Incorporation:

1. Article III is amended to read as follows:

**ARTICLE III
Capital Shares**

-----The total number of shares of capital stock of all classes which the Corporation shall have authority to issue is One Hundred Thousand (100,000) common shares having no par value ("Common Shares"). Of the 100,000 Common Shares which the Corporation is authorized to issue: (a) One Thousand (1,000) shares will be designated Class A Voting Common Shares ("Class A Shares") and Ninety-Nine Thousand (99,000) shares will be designated as Class B Non-voting Common Shares ("Class B Shares").

The powers, preferences and rights, and the qualifications, limitations and restrictions of the Corporation's Class A Shares and Class B Shares are as follows:

(i) Holders of the Corporation's Class A Shares and Class B Shares shall, together as a single class, have equal ratable rights to receive dividends when, as and if declared by the Board of Directors, out of funds legally available therefor and are entitled to share ratably in the net assets available for distribution;

(ii) None of the Class A Shares or Class B Shares have any pre-emptive or similar rights and none of the Class A Shares or Class B Shares are redeemable by their respective terms; and

(iii) Holders of Class A Shares shall have one non-cumulative vote for each share held of record on all matters to be voted on by the Corporation's shareholders; and holders of the Class B Shares shall have no right to vote on any matter to be voted on by the Corporation's shareholders, except to the extent otherwise required by the Florida Business Corporation Act or these Articles of Incorporation. In the event that no Class A Shares remain issued and outstanding, for any reason whatsoever, then upon the occurrence of such an event all issued and outstanding Class B Shares shall immediately thereupon be entitled one non-cumulative vote for each share held of record on all matters to be voted on by the Corporation's shareholders thereafter.

2. The amendment was adopted on the 27TH day of August 2015.

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3. The amendment was adopted by the Board of Directors of the Corporation and was approved by the shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval.

Dated this 27TH day of August 2015.

By: _____

J. Keith Howard, President