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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
SUTHERLIN NISSAN OF FT. MYERS, INC.**

Certificate of Status	0
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Page Count	04
Estimated Charge	\$35.00

S. TALLENT

APR 28 2017

*Amended
Resigned*

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SUTHERLIN NISSAN OF FT. MYERS, INC.**

The undersigned, George Sutherlin, being the President of SUTHERLIN NISSAN OF FT. MYERS, INC., a Florida corporation (the "Corporation"), hereby states as follows on behalf of the Corporation:

1. The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on January 27, 2000, under Document Number P00000009095.
2. These Amended and Restated Articles of Incorporation of the Corporation were approved by unanimous written consent of the Director and Shareholder of the Corporation on the 27th day of April, 2017.
3. Pursuant to the requirements of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned hereby certifies, attests and serves notice that the Articles of Incorporation of the Corporation are hereby amended and restated to read in their entirety as follows:

ARTICLE I.

NAME

The name of the corporation is Sutherlin Nissan of Ft. Myers, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The principal office and mailing address of the corporation is 13985 South Tamiami Trail, Ft. Myers, Florida 33912.

ARTICLE III.

PURPOSE

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV.

CAPITAL STOCK

The corporation is authorized to issue Twenty Thousand (20,000) shares of common stock, of which Ten Thousand (10,000) shares shall be designated as voting common stock having a par value of \$.01 per share and Ten Thousand (10,000) shares shall be designated as non-voting common stock having a par value of \$.01 per share. The non-voting common stock shall be distinguished from the

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TALLAHASSEE, FLORIDA

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voting common stock in that the non-voting common stock shall have no voting privileges or power. In all other instances, non-voting common stock shall have full rights, privileges, and power with the voting common stock. Without action by the shareholders, any or all of the authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by the Director of the corporation.

ARTICLE V.

REGISTERED OFFICE AND AGENT

The name and Florida street address of the registered agent of the corporation is:

Corporation Company of Orlando
300 South Orange Avenue
Suite 1000 (JGH)
Orlando, Florida 32801

The Director may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI.

INCORPORATOR

The name and address of the incorporator of the corporation is:

John P. Hines, Esq.
The Hines Firm
1800 Peachtree Road, N.W.
Suite 600
Atlanta, Georgia 30309-2516

ARTICLE VII

OFFICERS AND DIRECTORS

The officer(s) and director(s) of the corporation are:

Title: D/PRES
George Sutherlin
1855 Luke King Parkway
Buford, Georgia 30519

Title: SEC
Jane Christian
1855 Luke King Parkway
Buford, Georgia 30519


[SIGNATURES ON FOLLOWING PAGE]

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation, this 27th day of April, 2017.

SUTHERLIN NISSAN OF FT. MYERS, INC.

By: 
George Sutherlin, President

CERTIFICATE OF ACCEPTANCE

Having been named registered agent, to accept service of process for the above stated Corporation at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity. I am familiar with, and accept, the obligations provided for in Section 607.0505, Florida Statutes.

CORPORATION COMPANY OF ORLANDO

By: 
J. Gregory Humphries, Vice President

Dated: April 27, 2017

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