

# PO700043368

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NOBLE INTERNATIONAL, INC.**

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
NOBLE INTERNATIONAL, INC.  
[Florida Document Number: P07000043368]**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendment(s) to its Articles of Incorporation:

This amendment is submitted to amend the following:

**Amending the Officers and/or Directors of record:**

(Enter the name and title of each officer and director being removed, and the name, title and address of each officer or director being added or changed)

<input type="checkbox"/> Add <input checked="" type="checkbox"/> Change <input type="checkbox"/> Remove	Director, President, CEO	Jeffrey	A	Baker
	<small>Title(s)</small>	<small>(First Name)</small>	<small>(Middle)</small>	<small>(Last)</small>
	121 S. Orange Ave Ste 1070 N <small>(Street Address)</small>			
	Orlando	FL	32801	
	<small>(City)</small>	<small>(State)</small>	<small>(Zip)</small>	<small>(Country)</small>

<input type="checkbox"/> Add <input type="checkbox"/> Change <input checked="" type="checkbox"/> Remove	Treasurer, CFO	Hayley	J	Baker
	<small>Title(s)</small>	<small>(First Name)</small>	<small>(Middle)</small>	<small>(Last)</small>
	121 S. Orange Ave Ste 1070 N <small>(Street Address)</small>			
	Orlando	FL	32801	
	<small>(City)</small>	<small>(State)</small>	<small>(Zip)</small>	<small>(Country)</small>

<input type="checkbox"/> Add <input checked="" type="checkbox"/> Change <input type="checkbox"/> Remove	Director, Executive Vice President	Craig	J	Baker
	<small>Title(s)</small>	<small>(First Name)</small>	<small>(Middle)</small>	<small>(Last)</small>
	121 S. Orange Ave Ste 1070 N <small>(Street Address)</small>			
	Orlando	FL	32801	
	<small>(City)</small>	<small>(State)</small>	<small>(Zip)</small>	<small>(Country)</small>

<input type="checkbox"/> Add <input checked="" type="checkbox"/> Change <input type="checkbox"/> Remove	Director, Treasurer	Steve	K	Stucky
	<small>Title(s)</small>	<small>(First Name)</small>	<small>(Middle)</small>	<small>(Last)</small>
	121 S. Orange Ave Ste 1070 N <small>(Street Address)</small>			
	Orlando	FL	32801	
	<small>(City)</small>	<small>(State)</small>	<small>(Zip)</small>	<small>(Country)</small>

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<input type="checkbox"/>	Add	Director, COO, Secretary	Tom	Wilmoth	
<input checked="" type="checkbox"/>	Change	Title(s)	(First Name)	(Middle)	(Last) (Suffix)
<input type="checkbox"/>	Remove	121 S. Orange Ave Ste 1070 N (Street Address)			
		Orlando	FL	32801	(City) (State) (Zip) (Country)

- Amending Other Information:**  
(Be specific; attach additional sheets if necessary. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, state the provisions for implementing the amendment)

Article II is hereby amended by deleting the provisions of said Article as it presently exists and substituting the following in its place and stead for all purposes:

**ARTICLE II.**  
**Shares**

**Section 2.1. Authorized Stock.** The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value</u>	<u>Class of Stock</u>
100	\$0.01	Class A Voting Common
9,900	\$0.01	Class B Non-Voting Common

The consideration for all of the above stock shall be payable in cash, cancellation of debt, property (real or personal), labor or services in lieu of cash; at a just valuation to be fixed by the Board of Directors of the Corporation.

**Section 2.2. Voting Rights.** The Class A Voting Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the shareholders, each record holder of such Class A Voting Common Stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation. Class B Non-Voting Common Stock shall possess no voting rights other than as required by law.

**Section 2.3. No Preemptive Rights.** No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

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- If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

Immediately upon the effectiveness of these Articles of Amendment, the shares of Common Stock shall be converted into shares of Class A Voting Common Stock and/or Class B Non-Voting Common Stock, as agreed upon by the shareholders.

The Corporation will expeditiously coordinate with its shareholders to arrange for (i) the surrender of the old certificates and (ii) the issuance of new certificates representing the agreed upon voting and/or non-voting shares.

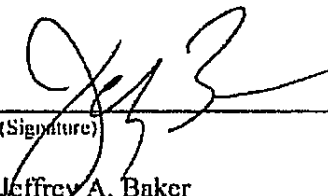
**Adoption of Amendment(s):**

The Amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval.

The date of adoption for each amendment: August 14, 2015

Effective date if different than the date of filing: \_\_\_\_\_  
(Cannot be prior to date of filing or, if delayed, more than 90 days after amendment file date)

Dated: 9/15 . 2015.

  
 \_\_\_\_\_  
 (Signature)  
 Jeffrey A. Baker  
 \_\_\_\_\_  
 (Typed or printed name of person signing)  
 President/CEO/Director  
 \_\_\_\_\_  
 (Title of person signing)