

07/09/2012 1:39 FAX 813 221 3900  
7/9/12

P09000080818

HILL, WARD & HENDERSON  
Division of Corporations

001/003

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H12000177939 3)))



H120001779393ABC6

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 617-6380

C/m #: 10529-01

From:

Account Name : HILL WARD HENDERSON  
Account Number : 072100000520  
Phone : (813) 221-3900  
Fax Number : (813) 221-2900

Doc #: P09000080818

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.**

Email Address: cjscaringe@qveramotors.com

12 JUL -9 PM 2:14  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
RIVIAN AUTOMOTIVE, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$52.50

*Amend.*

07-10-12

DC

(((H12000177939 3)))

**ARTICLES OF AMENDMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
RIVIAN AUTOMOTIVE, INC.**

FILED  
12 JUL -9 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Statutes, Rivian Automotive, Inc., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is Rivian Automotive, Inc.
2. The Articles of Incorporation of the Corporation were originally filed with the Secretary of State of the State of Florida on September 30, 2009 and assigned Charter No. P09000080818.
3. The amendment to the Articles of Incorporation being effected hereby will completely delete Article III of the Articles of Incorporation in its entirety and substitute in its place the new Article III set forth below.
4. By written consent executed on July 9, 2012, by the shareholders and the board of directors of the Corporation, the shareholders and the board of directors have approved, authorized and directed that this Articles of Amendment to the Articles of Incorporation of the Corporation be filed. The amendment was approved by shareholders and the board of directors of the Corporation and the number of votes cast for approval was sufficient.
5. These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon the filing with the Secretary of State of the State of Florida, and thereafter the capital structure of the Corporation shall be as set forth below and Article III of the Articles of Incorporation of the Corporation shall read as follows:

\*\*\*\*\*

**\*ARTICLE III - CAPITAL STOCK**

The capital stock of the Corporation shall consist of the following:

**Common Stock:** A single class of common stock called "Common Stock" and the aggregate number of such shares that the Corporation is authorized to issue is Ten Million (10,000,000) shares having a par value of \$0.01 per share. The holders of shares of Common Stock shall be entitled to one vote for each duly authorized, issued, and outstanding share of Common Stock.

**Preferred Stock:** A single class of preferring stock called "Series A Convertible Preferred Stock" and the aggregate number of such shares that the Corporation is authorized to issue is Ten Million (10,000,000) shares having a par value of \$0.01 per share. The Board of

(((H12000177939 3)))

((H12000177939 3)))

Directors of the Corporation is authorized to create and determine the rights, terms, and preferences of such shares, including, but not limited to, maturity, conversion, dividend, liquidation redemption, antidilution, voting rights, co-sale agreement, and information."

\*\*\*\*\*

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment of the Articles of Incorporation to be signed by its undersigned duly authorized officer on July 9, 2012.

RIVIAN AUTOMOTIVE, INC.

By: 

Name: Robert J. Scavice

Title: CEO

((H12000177939 3)))