

P10000102945

Florida Department of State  
Division of Corporations  
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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
PHOENIX FINANCE CORP.

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Feb. 1, 2011 10:34AM

Burr Forman

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No. 1218 P. 1  
FAX DRIVER



February 1, 2011

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

PHOENIX FINANCE CORP.  
110 WOODBERRY PLACE  
FAYETTEVILLE, GA 30215

SUBJECT: PHOENIX FINANCE CORP.  
REF: P10000102945

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Teresa Brown  
Regulatory Specialist II

FAX Aud. #: H11000021317  
Letter Number: 011A00002610

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11 FEB -1 PM 8:30  
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P.O. BOX 6327 - Tallahassee, Florida 32314

Articles of Amendment  
to  
Articles of Incorporation  
of

Phoenix Finance Corp.

(Name of Corporation as currently filed with the Florida Dept. of State)

P0000102945

(Document Number of Corporation (if known))

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

A. If amending name, enter the new name of the corporation:

Integrity Auto Finance Corp.

*The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co." A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

(City)

Florida  
(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

Signature of New Registered Agent, if changing

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**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**  
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
P	Charles L. Ellyson	110 Woodberry Place Fayetteville, GA 30215	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
P	Noel H. Yell	9075 June Lane Saint Augustine, FL 32080	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

**E. If amending or adding additional Articles, enter change(s) here:**

(attach additional sheets, if necessary). (Be specific)  
See Exhibit "A" attached hereto and incorporated herein by reference

**F. 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)

Feb. 1. 2011 10:35AM Burr Forman

No. 1218 P. 4

JAN-25-2011 06:21 PM B. YELL. ST. AUGUSTINE

984 461 9424

P. 01

((H10000213173))

The date of each amendment(s) adoption:

January 24, 2011

(date of adoption is required)

Effective date if applicable

(no more than 90 days after amendment file date)

Adoption of Amendment(s)

(CHECK ONE)

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

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by \_\_\_\_\_"  
(voting group)

☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 1-24-11

Signature

Noel H. Yell  
(By a director, president or other officer -- if directors or officers have not been selected, by an incorporator -- if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Noel H. Yell

(Typed or printed name of person signing)

Director

(Title of person signing)

((H10000213173)))

Exhibit "A"

**E. If amending or adding additional Articles, enter change(s) here:**

Article VII, Board of Directors is hereby deleted in its entirety and the following Article VII is hereby adopted in its place.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The business of the corporation shall be conducted and managed by a Board of Directors, consisting of not less than one (1) member, as fixed from time to time by the By-Laws of the corporation. The corporation shall have five (5) Director(s) initially. The Board of Directors shall be elected or appointed by the Stockholders, but it shall not be necessary that such Directors be stockholders of the corporation.

The name and street address of the first Board of Directors of this corporation who shall hold office until his/her successors are elected and qualified shall be:

**NAME ADDRESS**

Rudolph J. Danowski, 127 Hogsback Road, Oxford, CT, 06478;

David J. Rees, 4219 Bunker Dr., Quincy, IL 62305;

Robert F. Helfferich, 21409- 60th Street, Bristol, WI 53104-9732;

Noel Yell, 9075 June Lane, St. Augustine, FL 32080;

Michael Egelman, 127 Bonita Road, St. Augustine, FL 32086; and