

P10000102945

Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
INTEGRITY AUTO FINANCE CORP.**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Amend

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03/22/12
3/22/2012

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Articles of Amendment
to
Articles of Incorporation
of

Integrity Auto Finance Corp.(Name of Corporation as currently filed with the Florida Dept. of State)P10000102945(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:

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

(Florida street address)

New Registered Office 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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JUDICIAL CIRCUIT IN AND FOR
DADE COUNTY, FLORIDA

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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)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____

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E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Article V is Amended and Restated in its entirety as follows:

This Corporation is authorized to issue one million (1,000,000) shares of capital stock, which shall be designated Common Shares with a par value of One and no/100 Dollars (\$1.00). The Corporation shall issue common shares of the Corporation to the holders ("Claim Holders") of Class 10 Unsecured Claims in accordance with the terms and conditions of the Plan of Reorganization ("Plan") confirmed and approved in that cause of action styled In re: Lydla Cladek, Inc., debtor, Case No.: 3:10-BK-02806-PMG, Chapter 11, in and for the United States Bankruptcy Court, Middle District of Florida, Jacksonville Division.

The Corporation, in furtherance of the Plan, may at any time and from time to time issue and dispose of any authorized and unissued shares of stock of the Corporation and may create optional rights to purchase or subscribe for shares of stock in the Corporation by granting the Claim Holders the right to subscribe for additional common shares of the Corporation to be purchased from proceeds received from distributions of the Cladek Creditors Trust (as created under the Plan). The Board of Directors may establish such other procedures for the issuance and disposal of stock held by the Claim Holders as in accordance with the Plan and applicable laws.

The provisions of this Article V shall not be a limitation on the Corporation's ability to issue any authorized but unissued shares of stock outside of the Plan.

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)

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03/22/2012 09:29 Driver, McAfee, Peek & Hawthorne

(FAX)9043011279

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The date of each amendment(s) adoption: March 13, 2012

Effective date if applicable: March 13, 2012
(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 March 13, 2012

Signature

Noel 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 Yell

(Typed or printed name of person signing)

President and Chairperson of the Board of Directors

(Title of person signing)