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Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
PORT CHARLOTTE AUTO RETAIL, INC.**

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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FL

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PORT CHARLOTTE AUTO RETAIL, INC.**

THE UNDERSIGNED, President of **PORT CHARLOTTE AUTO RETAIL, INC.**, a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation.

ARTICLE I – NAME, DURATION AND AUTHORITY

The name of this Corporation is **PORT CHARLOTTE AUTO RETAIL, INC.** The duration of this Corporation shall exist perpetually. The amendment and restatement of the Articles of Incorporation of the Corporation reflected herein was duly adopted by the Directors and Shareholders of the Corporation by Unanimous Written Consent executed even date herewith in accordance with Sections 607.0704 and 607.0821 of the Florida General Corporation Act.

ARTICLE II – EFFECTIVE DATE

The effective date of these Amended and Restated Articles of Incorporation shall be upon the filing thereof with the Florida Department of State.

ARTICLE III – PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation is 1252 Tamiami Trail, Port Charlotte, Florida 339536. The mailing address of the Corporation is 20322 SW Acacia Street, Suite 100, Newport Beach, California 92660.

ARTICLE IV - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be:

A. To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

B. To facilitate the purposes or objects of this Corporation enumerated in these Amended and Restated Articles of Incorporation, or any amendment thereof; and as necessary or incidental to the protection and benefit of this Corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this Corporation.

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TALLAHASSEE, FLORIDA

ARTICLE V - CAPITAL STOCK

A. The maximum number of shares of capital stock that the Corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares, consisting of One Hundred (100) shares of Voting Common Stock having a par value of One Dollar (\$1.00) per share and Nine Thousand Nine Hundred (9,900) shares of Non-Voting Common Stock having a par value of One Dollar (\$1.00) per share. The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each type of stock are as follows:

B. Each share of Common Stock shall be equal to every other share of Common Stock, except that the Non-Voting Common Stock shall carry no right to vote for the election of directors of the Corporation, and no right to vote on any matter presented to the shareholders for their vote or approval except as required by applicable law. The holders of shares of the Voting Common Stock shall be entitled to one vote for each share of such stock upon all matters presented to the shareholders.

C. The Corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The address of the registered office of this Corporation shall be 155 Office Plaza Drive, Tallahassee, Florida 32301. The name of the registered agent of this Corporation at that address shall be Telos Legal Corp.

ARTICLE VII - BOARD OF DIRECTORS

A. At each election for directors every shareholder entitled to vote at such election shall have the right to vote the number of shares owned by a shareholder for as many persons as there are directors to be elected at that time. Directors shall be elected by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

B. This corporation shall have at least one (1) director. The number of directors may be increased or decreased from time to time by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

C. At each annual meeting, the holders (sometimes referred to herein as "voting shareholders") of Voting Common Stock (sometimes referred to herein as "voting stock" or "voting shares") shall elect directors to hold office until the next succeeding annual meeting. Each director shall hold office for the sooner of: the term for which he is elected; until his successor shall have been elected and qualified; or until his earlier resignation, removal from office or death.

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ARTICLE VIII - AMENDMENT

These Amended and Restated Articles of Incorporation may be repealed or amended, and new Articles of Incorporation may be adopted, by a vote of the holders of a majority of the shares then entitled to vote.

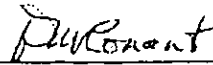
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PALM BEACH COUNTY, FL

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation, this 30 August, 2022.



DAVID CONANT, President

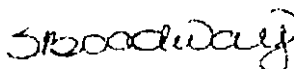
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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Amended and Restated Articles of Incorporation of **PORT CHARLOTTE AUTO RETAIL, INC.**, I hereby accept and agree to act in this capacity.



TELOS LEGAL CORP.

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PLAN OF RECAPITALIZATION

The undersigned, constituting all of the members of the Board of Directors (the "Board") and all of the shareholders (the "Shareholders") of PORT CHARLOTTE AUTO RETAIL, INC., a Florida corporation (the "Corporation"), hereby adopt this Plan of Recapitalization under Section 368(a)(1)(E) of the Internal Revenue Code (the "Plan") for the Corporation as follows:

(i) The Board and Shareholders acknowledge and agree the Corporation is capitalized with Ten Thousand (10,000) shares of common stock that are outstanding and issued as follows:

<u>Shareholder:</u>	<u>Outstanding and Authorized Shares of Common Stock in the Corporation Owned by the Shareholder:</u>
Brian R. Irvin	1,000 shares of common stock
David M. Conant and Catherine A. Conant, as co-trustees of the Conant Family Trust dated March 5, 1997, as amended and restated	9,000 shares of common stock.

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(ii) The Shareholders and Board, pursuant to Internal Revenue Code Section 368(a)(1)(E), acknowledge and agree: (a) the Corporation has filed Amended and Restated Articles of Incorporation (the "Amended Articles") which divides the common stock of the Corporation between voting and non-voting shares; (b) the Amended Articles authorize the Corporation to issue One Hundred (100) shares of voting common stock and Nine Thousand Nine Hundred (9,900) shares of non-voting common stock; and (c) that the existing shareholders in the Corporation shall surrender their issued common stock in the Corporation on a pro-rata basis for the newly outstanding and issued non-voting and voting shares as follows:

<u>Shareholder:</u>	<u>Outstanding and Authorized Shares of Stock Being Surrendered by Shareholder:</u>	<u>Voting and Non-Voting Common Stock Being Issued to Shareholder In Exchange For Surrendered Common Stock:</u>
Brian R. Irvin	1,000 shares of common stock	10 voting shares of common stock and 990 non-voting shares of common stock
David M. Conant and Catherine A. Conant, as co-trustees of the Conant Family Trust dated March 5, 1997, as	9,000 shares of common stock	90 voting shares of common stock and 8,910 non-voting shares of common stock

amended and restated		
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(iii) The foregoing exchange shall be effective upon the Amended Articles being approved by the Florida Secretary of State and the Corporation shall issue to the Shareholders duly executed share certificates evidencing the voting common stock and non-voting common stock issuable to the Shareholders as set forth in this Plan of Recapitalization.

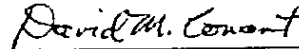
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IN WITNESS WHEREOF, the Board and the Shareholders have adopted this Plan of Recapitalization effective as of the Amended Articles are approved by the Florida Secretary of State.

BOARD OF DIRECTORS:Print Name: Taylor B. ConantPrint Name: David M. Conant**SHAREHOLDERS:**
BRIAN K. IRVIN

CONANT FAMILY TRUST dated March 5,
1997, as amended and restated

By: 
DAVID M. CONANT, Co-TrusteeBy: 
CATHERINE A. CONANT, Co-Trustee

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TALLAHASSEE, FL

PORT CHARLOTTE AUTO RETAIL, INC.**ACTION OF BOARD OF DIRECTORS AND SHAREHOLDERS BY WRITTEN****CONSENT IN LIEU OF SPECIAL MEETING**

Pursuant to Chapter 607 of Florida Statutes, the undersigned, constituting all of the shareholders (the "Shareholders") and members of the Board of Directors (the "Directors") of PORT CHARLOTTE AUTO RETAIL, INC., a Florida corporation (the "Corporation"), do hereby affirmatively vote for, consent to, adopt, and approve the following resolutions by written consent:

RESOLVED, the Shareholders and Directors hereby approve the Amended and Restated Articles of Incorporation (the "Amended Articles") dated even date herewith, authorize the President of the Corporation to sign the Amended Articles, and file the Amended Articles with the Florida Secretary of State.

FURTHER RESOLVED, the Shareholders and Directors approve the Plan of Recapitalization and authorize the share exchange set forth in the Plan of Recapitalization to be effective on the date the Amended Articles are approved by the Florida Secretary of State (the "Effective Date").

FURTHER RESOLVED, the Shareholders and Directors authorize the President and Secretary to accept the surrendered stock certificates from the Shareholders and issue to the Shareholders voting and non-voting common stock in the Corporation on the Effective Date as set forth in the Plan of Recapitalization.


FURTHER RESOLVED, that those actions taken by the Shareholders and Director of the Corporation in good faith and in a manner reasonably believed to be both lawful and in, or not opposed to, the best interests of the Corporation, during the period since the date of the last preceding general ratification resolution of the Shareholders and Directors, are, ratified, confirmed, and approved in all respects.

FURTHER RESOLVED, that the Corporation's Secretary is hereby directed to place these resolutions in the Corporation's minute book.

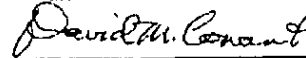
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This instrument has been signed on this ____ day of August, 2022.

BOARD OF DIRECTORS:

Print Name: Taylor B. Conant



Print Name: David M. Conant

SHAREHOLDERS:

BRIAN R. IRVIN

CONANT FAMILY TRUST dated March 5, 1997, as amended and restated

By: 
DAVID M. CONANT, Co-Trustee

By: 
CATHERINE A. CONANT, Co-Trustee

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