

Jun. 13, 2022 4:14PM

No. 0364 P. 1

Florida Department of State

Division of Corporations
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To:

Division of Corporations
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Account Name : DAVID E HIGHTOWER
Account Number : I20060000090
Phone : (850)549-3812
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
ALLEN TURNER AUTOMOTIVE HOLDINGS III, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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| Page Count | 07 |
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TALLAHASSEE, FL

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ALLEN TURNER AUTOMOTIVE HOLDINGS III, INC.
Name of Corporation

DOCUMENT NUMBER: P21000079813

The enclosed Articles of Correction and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

David Hightower

Name of Contact Person

Hightower Law Firm

Firm/Company

119 North Palafox Street

Address

Pensacola, FL 32502

City/State and Zip Code

david@htowerlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

David Hightower

at (850) 549-3812

Name of Contact Person

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$35.00 Filing Fee

☐ \$43.75 Filing Fee & Certificate of Status

☐ \$43.75 Filing Fee & Certified Copy

☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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ARTICLES OF CORRECTION

For

ALLEN TURNER AUTOMOTIVE HOLDINGS III, INC.

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

P21000079813

Document Number (if known)

2022 JUN 14 PM 10:17

SECRETARY OF STATE
TALLAHASSEE, FL

Pursuant to the provisions of Section 607.0124, Florida Statutes.

These articles of correction correct AMENDED AND RESTATED ARTICLES

(Document Type Being Corrected)

filed with the Department of State on 10/27/2021

(File Date of Document)

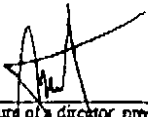
Specify the inaccuracy, incorrect statement, or defect:

Certain provisions of Article V - Capital Stock are incorrect due to the wrong version of the Articles of

Incorporation being signed and filed.

Correct the inaccuracy, incorrect statement, or defect:

Attached is the correct version of Article V - Capital Stock, as well as a blackline against the incorrect version that
was originally signed and filed on 10/27/2021.



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

HAROLD ALLEN TURNER

(Typed or printed name of person signing)

DIRECTOR

(Title of person signing)

Filing Fee: \$35.00

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Corrected Articles of Incorporation – Article V – Capital Stock is as follows:

ARTICLE V - CAPITAL STOCK

Class and Number of Shares

The total number of shares of capital stock which the Corporation is authorized to issue is 10,000 consisting of: (i) 100 shares of common voting stock, par value \$0.01 per share (the "Class A Voting Shares"); and (ii) 9,900 shares of non-voting common stock, par value \$0.01 per share (the "Class B Non-Voting Shares", together with the Class A Voting Shares, the "Shares"). The authorized number of shares of any class of capital stock may be increased or decreased (but not below the number of shares then outstanding) by the affirmative vote of the holders of a majority of the shares of capital stock of the Corporation entitled to vote on the matter and, except as may otherwise be provided in these Articles. Except as may be required by applicable law, no separate vote of such class of capital stock, the authorized number of which is to be increased or decreased, shall be necessary to effect such change.

The board of directors of the Corporation (the "Board of Directors") is hereby authorized by resolution or resolutions thereof, to provide, out of any unissued shares of any class of stock and, with respect to any such class, to fix the number of shares constituting such class and the designation of such class, the voting and other powers, if any, of the shares in such class, and the preferences and any relative, participating, optional or other special rights, and any qualifications, limitations or restrictions thereof. The powers, preferences and relative, participating, optional and other special rights of each class of stock, and the qualifications, limitations or restrictions thereof, may differ from those of any and all other classes of stock at any time outstanding. Notwithstanding any provision of these Articles, at any time the Corporation is classified as an "S corporation" for federal tax purposes, each outstanding share of stock shall be entitled to receive equal distributions from the Corporation regardless of class or the type of distribution.

Voting

Each Class A Shareholder shall be entitled to one vote for each Class A Share held of record by such Class A Shareholder on all matters in which shareholders of a Florida corporation generally are entitled to vote, except as otherwise may be provided in these Articles (including any certificate filed with the Secretary of State of the State of Florida establishing any terms of any class of stock) or by the FBCA.

No Class B Shareholder shall be entitled to any vote with respect to any Class B Share held of record by such Class B Shareholder on any matter related to the Corporation or its shareholders, except as otherwise required by the FBCA.

Dividends

Subject to the FBCA and the rights (if any) of the holders of any outstanding class of stock, including Class A Shareholders and Class B Shareholders (each a "Shareholder" and, together, the "Shareholders") as may be provided therein or as set forth in any shareholders agreement in effect

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by and among the Corporation and the Shareholders, dividends may be declared and paid out of funds legally available therefor on the Shares at such times and in such amounts as the Board of Directors in its discretion shall determine. Such dividends shall be paid to the Shareholders ratably in proportion to the number of the Shares held by them. In determining the dividend per share, the numerator shall be the amount of cash, other property or capital stock payable to the Shareholders and the denominator shall be the total outstanding Shares on the date the dividend is declared.

Liquidation or Dissolution

Upon the dissolution, liquidation or winding up of the Corporation, the Shareholders shall be entitled to receive the assets of the Corporation available for distribution to shareholders ratably in proportion to the number of the Shares held by them in the same manner as payment of dividends as set forth above.

Waiver of Appraisal Rights

To the fullest extent permissible under the FBCA and applicable law, no Shareholder shall have any appraisal rights provided under the FBCA.

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Revised Articles of Incorporation – Article V – Capital Stock is as follows (stricken text is to be deleted, underlined text is to be inserted):

ARTICLE V - CAPITAL STOCK

Class and Number of Shares

The total number of shares of capital stock which the Corporation is authorized to issue is 10,000 consisting of: (i) 100 shares of common voting stock, par value \$0.01 per share (the "Class A Voting Shares"); and (ii) 9,900 shares of non-voting common stock, par value \$0.01 per share (the "Class B Non-Voting Shares"). together with the Class A Voting Shares, the "Shares". The authorized number of shares of any class of capital stock may be increased or decreased (but not below the number of shares then outstanding) by the affirmative vote of the holders of a majority of the shares of capital stock of the Corporation entitled to vote on the matter and, except as may otherwise be provided in these Articles. Except as may be required by applicable law, no separate vote of such class of capital stock, the authorized number of which is to be increased or decreased, shall be necessary to effect such change.

The board of directors of the Corporation (the "Board of Directors") is hereby authorized by resolution or resolutions thereof, to provide, out of any unissued shares of any class of stock and, with respect to any such class, to fix the number of shares constituting such class and the designation of such class, the voting and other powers, if any, of the shares in such class, and the preferences and any relative, participating, optional or other special rights, and any qualifications, limitations or restrictions thereof. The powers, preferences and relative, participating, optional and other special rights of each class of stock, and the qualifications, limitations or restrictions thereof, may differ from those of any and all other classes of stock at any time outstanding. Notwithstanding any provision of these Articles, at any time the Corporation is classified as an "S corporation" for federal tax purposes, each outstanding share of stock shall be entitled to receive equal distributions from the Corporation regardless of class or the type of distribution.

Voting

Each Class A Shareholder shall be entitled to one vote for each Class A Share held of record by such Class A Shareholder on all matters in which shareholders of a Florida corporation generally are entitled to vote, except as otherwise may be provided in these Articles (including any certificate filed with the Secretary of State of the State of Florida establishing any terms of any class of stock) or by the FBCA.

No Class B Shareholder shall be entitled to any vote with respect to any Class B Share held of record by such Class B Shareholder on any matter related to the Corporation or its shareholders, except as otherwise required by the FBCA.

Dividends

Subject to the FBCA and the rights (if any) of the holders of any outstanding class of stock, including Class A Shareholders and Class B Shareholders (each a "Shareholder" and, together, the

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"Shareholders") as may be provided therein or as set forth in any shareholders agreement in effect by and among the Corporation and the Shareholders, dividends may be declared and paid out of funds legally available therefor on the ~~Class B Non-Voting Shares~~ at such times and in such amounts as the Board of Directors in its discretion shall determine. Such dividends shall be paid to the Shareholders ratably in proportion to the number ~~Class B Non-Voting~~ of the Shares held by them. In determining the dividend per share, the numerator shall be the amount of cash, other property or capital stock payable to the Shareholders and the denominator shall be the total outstanding Shares ~~on the Class B Non-Voting Shares~~ date the dividend is declared.

Liquidation or Dissolution

Upon the dissolution, liquidation or winding up of the Corporation, the Shareholders shall be entitled to receive the assets of the Corporation available for distribution to shareholders ratably in proportion to the number ~~Class B Non-Voting~~ of the Shares held by them in the same manner as payment of dividends as set forth above.

Waiver of Appraisal Rights

To the fullest extent permissible under the FBCA and applicable law, no Shareholder shall have any appraisal rights provided under the FBCA.