

P93000006261

**Florida Department of State
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TALLAHASSEE, FLORIDA

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

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
PROGRESSIVE AUTO CENTER, INC.**

Certificate of Status	0
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MAR 5 2013

T. LEWIS

Electronic Filing Menu

Corporate Filing Menu

Help

Articles of Amendment
to
Articles of Incorporation
of

Progressive Auto Center, Inc.

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

P93000006261

(Document Number of Corporation (if known))

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

New Registered Office Address:

(Florida street address)

_____, Florida
(City) (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

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>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	
_____	_____	_____	<input 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)

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)

SEE ATTACHMENT

ATTACHMENT TO
ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION OF
PROGRESSIVE AUTO CENTER, INC.

RESOLVED, that the Articles of Incorporation be amended to read as follows:

ARTICLE IV

CAPITAL STOCK

Section 4.1. Authorized Class and Number of Shares.

The authorized shares of the Corporation are:

<u>Class</u>	<u>Series</u>	<u>Par Value Per Share</u>	<u>Number of Authorized Shares</u>
Common Voting	None	\$0.01 Par Value	1,000
Common Non-Voting	None	\$0.01 Par Value	99,000

Section 4.2. Voting Rights of Shares.

The preferences, qualifications, limitations and the special or relative rights in respect of the shares of each class are:

The holders of Common Voting stock will be entitled to one vote for each share on all corporate matters. The holders of the Common Non-Voting stock shall not be entitled to vote on any corporate matter, provided that, so long as any shares of Common Non-Voting stock are outstanding, the Corporation shall not, without the affirmative vote or the written consent as provided by law, of the holders of at least two-thirds (2/3) of the outstanding shares of Common Non-Voting stock, voting as a class, change the preferences, rights or limitations with respect to the Common Non-Voting stock in any material respect prejudicial to the holders thereof, or increase the authorized number of shares of Common Non-Voting stock or Common Voting stock; provided that the provisions hereof shall not in any way limit the right and power of the Corporation to issue any bonds, notes, mortgages, debentures, and other obligations, and to incur indebtedness to banks and to other lenders.

Except with respect to voting rights, each share of Common Voting stock and Common Non-Voting stock shall be entitled to the same rights, privileges and obligations.

2004428.1.22471.47591

The date of each amendment(s) adoption: March 1, 2013
(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 March 1, 2013

Signature Michael R. Kelly
(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)

Michael R. Kelly
(Typed or printed name of person signing)

President
(Title of person signing)