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Jan 1, 2020

COR AMND/RESTATE/CORRECT OR O/D RESIGN
DEPRINCE, RACE & ZOLLO, INC.

Certificate of Status	0
Certified Copy	1
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Amend

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EFFECTIVE DATE
Jan 1, 2020

**ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of
DEPRINCE, RACE & ZOLLO, INC.**

FILED
2019 DEC 26 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Article I – Name

The name of the Corporation is DEPRINCE, RACE & ZOLLO, INC. (hereinafter referred to as the "Corporation")

Article II – Adoption and Text of Amendment

All of the members of the Board of Directors of the Corporation approved a resolution amending Article III of the Articles of Incorporation, as amended, by written consent dated November 20, 2019, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and all of the shareholders of the Corporation approved a resolution amending Article III of the Articles of Incorporation, as amended, by written consent dated November 20, 2019, in accordance with the provisions of Section 607.0704 of the Florida Statutes.

ARTICLE III of the Articles of Incorporation shall be deleted in its entirety and replaced with the following:

"ARTICLE III – CAPITAL STOCK

This Corporation is authorized to issue and have outstanding ten million (10,000,000) shares, of which seven million (7,000,000) shares having a par value of one dollar (\$1.00) per share shall be shares of Class A voting common stock and three million (3,000,000) shares having a par value of one dollar (\$1.00) per share shall be shares of Class B nonvoting common stock.

The preferences qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of each class of common stock, are as follows:

Holders of Class A voting common stock of this Corporation shall be entitled to one (1) vote for each share of Class A voting common stock standing in his, her or its name at any and all meetings of the shareholders of this Corporation. Except as otherwise provided by law, no holder of Class B nonvoting common stock shall be entitled to cast any vote on account of his, her or its ownership of such stock.

Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations and restrictions, and the special or

relative rights with respect to the shares of Class B nonvoting common stock, shall be identical in all respects to those of the shares of Class A voting common stock. Accordingly, each share of common stock, both Class A voting common stock and Class B nonvoting common stock, shall receive equal dividends if and when declared by the Board of Directors, and in the event of any liquidation, dissolution or winding up of this Corporation, the assets and funds of this Corporation shall be paid to and distributed equally among the holders of both the Class A voting common stock and Class B nonvoting common stock in proportion to the number of shares held by the holders of such shares."

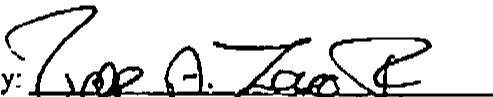
The Corporation's outstanding shares of common stock immediately prior to the adoption of the Articles of Amendment shall be shares of Class A voting common stock as of the effective date set forth below.

Article III – Effective Date of Amendment

The effective date of these Articles of Amendment to the Articles of Incorporation of the Corporation will be January 1, 2020.

Dated November 20, 2019

DEPRINCE, RACE & ZOLLO, INC.

By: 

Name: Victor A. Zollo, Jr.

Title: President