

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

P96000022957

FILING COVER SHEET
ACCT. #FCA-14

FILED
99 MAY 28 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT: CINDY HICKS
DATE: 5-28-99
REF. #: 0150 . 6987
CORP. NAME: Cts Electronics, Inc.

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|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> CERT. OF AUTHORITY | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

STATE FEES PREPAID WITH CHECK# 5066 FOR \$ 35.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED: 300002889333-4

-05/28/99--01036--009
*****35.00 *****35.00

COST LIMIT: \$ _____

PLEASE RETURN:

- ☐ CERTIFIED COPY ☐ CERTIFICATE OF STATUS ☒ PLAIN STAMPED COPY

RECEIVED
99 MAY 28 AM 10:18
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials _____

C. COULLETTE MAY 28 1999

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

CHS ELECTRONICS, INC.

FILED

99 MAY 28 AM 11: 50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is **CHS ELECTRONICS, INC.** (the "Corporation"), Charter #P96000022957, filed on March 13, 1996.

2. The following Amendment to the Articles of Incorporation was adopted by all of the Directors of the Corporation and a majority of the Shareholders (the number of votes cast being sufficient for approval), on May 20, 1999 in the manner prescribed by Section 607.1003 of the Act:

RESOLVED, that Article V of the Articles of Incorporation of CHS ELECTRONICS, INC. shall be amended to read as follows:

ARTICLE V

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and of its directors and of its shareholders or any class thereof, as the case may be, it is further provided:

1. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be not fewer than three or more than thirteen directors, the exact number of directors to be determined from time to time by resolution adopted by the affirmative vote of a majority of the entire Board of Directors. The directors shall be divided into three classes, designated Class I, Class II and Class III. Each class shall consist, as nearly as may be possible, of one-third of the total number of directors constituting the entire Board of Directors. At the 1999 Annual Meeting of Shareholders, Class I directors shall be elected for a one-year term, Class II directors for a two-year term and Class III directors for a three-year term. At each succeeding Annual Meeting of Shareholders beginning at the 2000 Annual Meeting, successors to the class of directors whose term expires at the Annual Meeting shall be elected for a three-year term. A director shall hold office until the Annual Meeting for the year in which his term expires and until his successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible.

2. Newly created directorships resulting from any increase in the authorized number of directors or vacancies on the Board of Directors resulting from

death, resignation, retirement, disqualifications, removal from office or any other cause shall be filled only by a majority of the remaining directors then in office, even if less than a quorum or by the sole remaining director.

3. The directors of any class of directors of the Corporation may be removed from office by the shareholders only for cause and only in the manner provided in this Section. At any annual meeting or special meeting of stockholders, the notice of which states that the removal of a director or directors is among the purposes of the meeting, the affirmative vote of at least 75% of the votes of the shares at the time entitled to vote in the election of any directors, voting together as a single class, may remove such director or directors for cause. Except as may be provided by applicable law, cause for removal will be deemed to exist only if the director whose removal is proposed has been adjudged by a court of competent jurisdiction to be liable to the Company or its shareholders for misconduct as a result of (a) a breach of such director's duty of loyalty to the Company, (b) any act or omission by such director not in good faith or which involves a knowing violation of law, or (c) any transaction from which such director derived an improper personal benefit, and such adjudication is no longer subject to direct appeal.

4. Whenever the holders of any one or more classes or series of preferred stock issued by the Corporation shall have the right to vote separately by class or series to elect directors at an annual or special meeting of shareholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by the terms of these Articles of Incorporation applicable thereto and such directors so elected shall not be divided into classes pursuant to this Article V unless expressly provided by such terms.

5. Notwithstanding any other provisions of these Articles of Incorporation or the Bylaws of this Corporation (and notwithstanding the fact that a lesser percentage or separate class vote may be specified by law, these Articles, the Bylaws of the Corporation or otherwise), the affirmative vote of the holders of at least seventy-five percent (75%) of the voting power of all outstanding voting stock shall be required to adopt any provision inconsistent with, or to amend or repeal this Article V.

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Articles of Incorporation of CHS ELECTRONICS, INC. this 27 day of May, 1999.

CHS ELECTRONICS, INC.



Antonio Boccalandro, Secretary