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DIVISION OF CORPORATIONS
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BRETT HENDEE, P.A.
ATTORNEY AT LAW
1700 South MacDill Avenue, Suite 200
Tampa, Florida 33629-5248
(813) 258-1177 • (813) 259-1106 Fax
bhendee@bretthendee.com

VIA FEDERAL EXPRESS

May 28, 2009

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Name of Corporation: Darby Buick-Pontiac-GMC, Inc.
Document Number: P99000109934

Dear Sir or Madam:

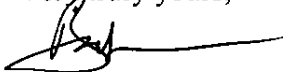
Enclosed for filing are Articles of Amendment of Articles of Incorporation for Darby Buick-Pontiac-GMC, Inc. Also enclosed is our firm check in the amount of \$35 toward filing fees.

Please return all correspondence concerning this matter to:

Brett Hendee, Esquire
Brett Hendee, P.A.
1700 South MacDill Avenue, Suite 200
Tampa, Florida 33629

Should you need additional information or documentation, please contact me or Teresa Troncoso in my office.

Very truly yours,



Brett Hendee

Enclosures:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 MAY 29 PM 12:33

**ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF
DARBY BUICK-PONTIAC-GMC, INC.**

Darby Buick-Pontiac-GMC, Inc., a corporation organized and existing under and by virtue of the Florida Business Corporation Act, does hereby certify that:

FIRST: The Board of Directors of Darby Buick-Pontiac-GMC, Inc. duly adopted a resolution setting forth a proposed amendment of the Articles of Incorporation of said corporation, declaring said amendment to be advisable and seeking approval of said amendment by the shareholders of said corporation. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that pursuant to F.S. §607.1003, the undersigned being all of the directors of the Corporation, propose to the shareholders of the Corporation that the Articles of Incorporation of Darby Buick-Pontiac-GMC, Inc. be amended by striking Article V thereof in its entirety and substituting therefore the following:

**ARTICLE V
Capital Stock**

The total number of shares of all classes of stock which the Corporation shall have authority to issue is Fifteen Thousand (15,000) shares, which shall be divided into two classes: one class, with a par value of One Cent (\$0.01) per share and consisting of Ten Thousand (10,000) shares shall be designated "Non-Voting Common Stock;" the other class, with a par value of One Cent (\$0.01) per share, and consisting of Five Thousand (5,000) shares, shall be designated "Voting Common Stock". The Non-Voting Common Stock and the Voting Common Stock are sometimes referred to herein collectively as "Common Stock." All shares of Non-Voting Common Stock and Voting Common Stock shall be identical and shall entitle the holders thereof to the same rights, powers and preferences, except as otherwise provided in these Articles of Incorporation.

a. Dividends. When and as dividends are declared, whether payable in cash, in property or in securities of the Corporation, the holders of the Non-Voting Common Stock and Voting Common Stock shall be entitled to share equally, on a share-for-share basis, in such dividends. When and as a dividend is declared and payable in Common Stock, holders of Non-Voting Common Stock shall receive shares of Non-Voting Common Stock, and holders of Voting Common Stock shall receive shares of Voting Common Stock.

b. Voting Rights and Power of Non-Voting Common Stock. Except as otherwise provided by law and these Articles of Incorporation, the holders of Non-Voting Common Stock shall have no right or power in any event to vote on any matter to be voted on by the stockholders of the Corporation (including any election or removal of the directors of

the Corporation); provided that this paragraph b. may not be amended or modified without the approval of the holder(s) of a majority of the outstanding shares of Non-Voting Common Stock.

c. Voting Rights and Powers of Voting Common Stock. Except as otherwise provided by law or in this Certificate of Incorporation, the holders of Voting Common Stock shall have the exclusive right and power to vote on all matters submitted to stockholders for a vote, including the election or removal of directors of the Corporation. At any meeting of the shareholders of the Corporation, the presence in person or by proxy of a majority in number of the issued and outstanding shares of Voting Common Stock shall be sufficient to constitute a quorum for the election of directors.

d. Amendment. No amendment to this Article V of these Articles of Incorporation may be made without the approval of the holders of a majority of the outstanding shares of Voting Common Stock, and in addition, the approval of the holders of Non-Voting Common Stock as expressly provided in this Article V.

SECOND: Pursuant to the resolution of its Board of Directors, the shareholders of the corporation duly approved such amendment by unanimous written consent pursuant to F.S. §607.0704.

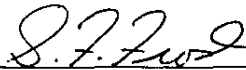
THIRD: Said amendment was duly adopted in accordance with the provisions of F.S. §607.1003 of the Florida Business Corporation Act effective on May 23, 2009.

FOURTH: The capital of said corporation shall not be reduced under or by reason of said amendment.

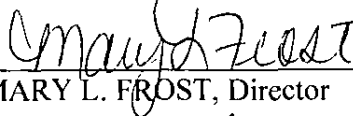
[REST OF PAGE INTENTIONALLY BLANK; SIGNATURE PAGE TO FOLLOW]

Date of adoption of amendment May 23, 2009.

IN WITNESS WHEREOF, the undersigned directors of the Corporation have executed these Articles of Amendment effective this 23rd day of May, 2009.



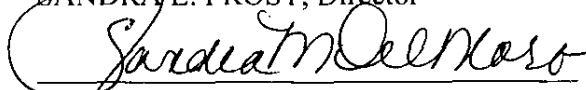
SCOTT F. FROST, Director



MARY L. FROST, Director



SANDRA L. FROST, Director



SANDRA M. DELMORO, Director



C. CONRAD DARBY, III, Director