

Filing Fee \$30.00

State of Rhode Island and Providence Plantations

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF TOWNE MOTOR SALES, INC.

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is TOWNE MOTOR SALES, INC.

SECOND: The shareholders of the corporation on November 9, 1977, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

Paragraph SEVENTH:

The business of the corporation shall be managed by the shareholders of the corporation, rather than by a Board of Directors.

Paragraph EIGHTH:

In the event that any holder of any shares of capital stock of said corporation shall desire to transfer the same, he shall first offer the same for sale to said corporation at the lowest price at which he is willing to transfer the same; provided, however, that said corporation, upon the vote of the majority of the issued and outstanding shares of capital stock voting, exclusive of the shares offered for sale, as aforesaid, shall elect to purchase said shares within ten (10) days from the date upon which it is notified of said offer, and said price, by said holder of such shares; and further, said corporation shall notify said holder of such shares of its said election within forty-eight (48) hours after said vote is cast, in writing by registered mail, or by hand delivery, addressed to the last and usual place of abode of said holder of such shares; and in the event that said corporation shall not elect to purchase said shares, or shall fail to give notice, as aforesaid, said holder of such shares shall thereupon offer the same for sale to the other shareholders of said corporation at the lowest price at which he is willing to sell the same, and, provided any shareholder shall elect to purchase all or a portion of such shares within the ten (10) days from the date on which they are notified of said offer, or, if more than one (1) shareholder, then such shares shall be pro-rated among them or such of them as elect to purchase, said shareholder shall give notice of his election to purchase, in writing by registered mail, or by hand delivery, addressed to the last and usual place of abode of said holder of such shares; otherwise, said holder of such shares may sell such shares to any other person at a price not less than that offered to said corporation and said other shareholders.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 100 ; and the number of shares entitled to vote thereon was 100

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
None	

FIFTH: The number of shares voted for such amendment was 100 ; and the number of shares voted against such amendment was -0-

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
None		

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (if no change, so state)

No change

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (if no change, so state)

No change

Dated November 9 , 19 77

TOWNE MOTOR SALES, INC.

By Francis M. Pacheco
Francis M. Pacheco
Its President
and Andrew S. Pacheco
Andrew S. Pacheco
Its Secretary

STATE OF RHODE ISLAND

COUNTY OF NEWPORT

} Sc.

At Middletown in said county on this 9th day of
November , 19⁷⁷ , personally appeared before me Francis M. Pacheco
and Pacheco , who, being by me first duly sworn, declared that ^{they are} ~~he is~~ the President and
the Secretary, respectively of TOWNE MOTOR SALES, INC.
..... they respectively,
that ~~he~~ signed the foregoing document as President and Secretary, / of the
corporation, and that the statements therein contained are true.


Notary Public

(NOTARIAL SEAL)

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