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AMENDMENT NO. 2 to  
AMENDED and RESTATED  
ARTICLES of INCORPORATION of  
MISCHLER FINANCIAL GROUP, INC.

FILED  
Secretary of State  
State of California  
MAY 06 2019  
LBO  
ICC THH

The undersigned hereby certify that:

1. They are the president and secretary, respectively, of Mischler Financial Group, Inc., a California corporation.
2. Paragraph 5 ("Voting") of Article VI ("Capital Stock") of the Articles of Incorporation of this corporation is amended and restated to be and read in its entirety as follows:

**5. Voting**

The SDV Common Stock is the only class or series of the Corporation's capital stock that is entitled to vote. Each holder of SDV Common Stock is entitled to one vote for each share of SDV Common Stock such person holds. The holders of the Ordinary Common Stock and Series B Preferred Stock are not entitled to any voting rights, except to the extent applicable law expressly requires. The affirmative vote or written consent of holders of at least a majority of the then outstanding Series B Preferred Stock, voting separately as a class, is required to alter or change the rights, preferences, privileges, or restrictions of the Series B Preferred Stock.

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares of the corporation is 5,920, comprised of 3,300 shares of SDV Common Stock, 1,650 shares of Ordinary Common Stock, and 970 shares of Series B Preferred Stock. The number of shares of SDV Common Stock and Ordinary Common Stock voting in favor of the amendment and restatement equaled or exceeded the vote required. The percentage vote required with respect to the SDV Common Stock and Ordinary Common Stock was more than 50%.

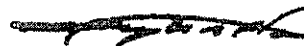
We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: April 30, 2019



DEAN A. CHAMBERLAIN

President



DOYLE HOLMES

Secretary