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AMENDMENT NO. 1 to

AMENDED and RESTATED

ARTICLES of INCORPORATION of

MISCHLER FINANCIAL GROUP, INC.

FILED LBO

Secretary of State VM
State of California

APR 23 2019

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The undersigned hereby certify that:

1. They are the president and secretary, respectively, of Mischler Financial Group, Inc., a California corporation.
2. Paragraph 1 ("Authorized Capital Stock") 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:

I. Authorized Capital Stock

The Corporation is hereby authorized to issue two classes of shares, designated "*Common Stock*" and "*Preferred Stock*", respectively. The Corporation is hereby authorized to issue 25,000 shares of Common Stock and 2,500 shares of Preferred Stock. The Corporation is hereby authorized to issue two series of Common Stock shares, designated the "*SDV Common Stock*" and the "*Ordinary Common Stock*". The Corporation is hereby authorized to issue 12,500 shares of SDV Common Stock and 12,500 shares of Ordinary Common Stock. The Corporation is hereby authorized to issue one series of Preferred Stock shares, designated the "*Series B Preferred Stock*". The Corporation is hereby authorized to issue 970 shares of Series B Preferred Stock. The Corporation may not issue shares of Ordinary Common Stock or any other security or securities exercisable or exchangeable for, or convertible into, shares of Ordinary Common Stock, or enter into any contract or arrangement to issue any of the foregoing, if, after giving effect to any such issuance, contract, or arrangement, the number of issued and outstanding shares of Ordinary Common Stock on a fully-diluted basis would exceed 49.0 percent of the then issued and outstanding shares of Common Stock of all series, and voting Preferred Stock, in the aggregate. The Corporation may not issue shares of Ordinary Common Stock or Series B Preferred Stock or any other security or securities exercisable or exchangeable for, or convertible into, shares of Ordinary Common Stock or Series B Preferred Stock, or enter into any contract or arrangement to issue any of the foregoing, if, after giving effect to any such issuance, contract, or arrangement, the number of issued and outstanding shares of Ordinary Common Stock and Series B Preferred Stock on a fully-diluted basis would exceed 49.0 percent of the then issued and outstanding shares of the Corporation's capital stock of all classes and series in the aggregate. The rights, preferences, and privileges granted to, and the restrictions imposed upon, the Common Stock and the Preferred Stock are set forth below in this *Article VI*.

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 4,950 shares of Common Stock and 970 shares of non-voting Series B Preferred Stock. The number of shares of Common Stock and Series B Preferred Stock voting in favor of the amendment and restatement equaled or exceeded the vote required. The percentage vote required with respect to the Common Stock and the Series B Preferred Stock was more than 50%.

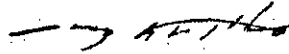
We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: April 18, 2018



DEAN A. CHAMBERLAIN

President



DOYLE HOLMES

Secretary