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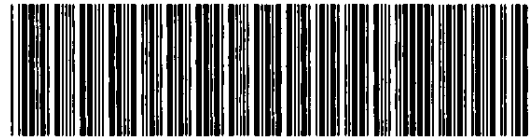
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend*

OCT 15 2012

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W. ROBINSON FRAZIER

Writer's Email Address  
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October 10, 2012

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

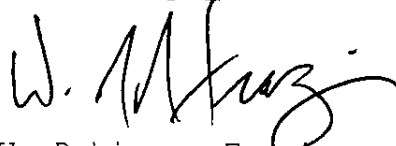
Dear Sirs:

On behalf of GEM Products, Inc., I am enclosing herewith for filing Articles of Amendment.

Also enclosed herewith is my firm's check payable to the Florida Department of State in the total amount of \$35.00 to cover the filing fee.

Thank you for your attention to this matter.

Very truly yours,



W. Robinson Frazier

WRF:eg  
Enclosure

cc: Mr. Erle S. Bridgewater

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
GEM PRODUCTS, INC.

FILED

2012 OCT 12 AM 11:20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This is to certify, pursuant to Sections 607.1003 and 607.1006, Florida Statutes, that:

1. The name of the corporation is GEM Products, Inc.
2. The following is a true and complete copy of the Amendment to Article IV. of the Articles of Incorporation:

**"ARTICLE IV. CAPITAL STOCK**

"The total authorized capital stock of this corporation shall consist of 7,500 shares of \$1.00 par value Class "A" voting common stock. The owners and holders of the common stock shall be entitled to one vote for each share held on all corporate matters requiring the vote of shareholders.

"The authorized capital stock of this corporation shall also consist of 7,500 shares of the \$1.00 par value Class "B" non-voting common stock. Both The Class "A" and Class "B" common stock shall be fully paid and non-assessable. The owners and holders of the Class "B" non-voting common stock shall not be entitled to any vote on any corporate matter involving or requiring the vote of its stockholders. The exclusive voting rights shall be held by the owners of the Class "A" common voting stock.

"Except for the voting rights allocated and assigned to the Class "A" voting stock, there shall be no other designations, preferences or privileges as between the shares of the Class "A"

voting common stock and the shares of the Class "B" non-voting common stock."

3. The number of shares of the corporation outstanding at the time of such adoption was two thousand four hundred eighty (2,480); and the number of shares entitled to vote thereon was two thousand four hundred eighty (2,480).

4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>Class</u>	<u>Number of Shares</u>
Class "A" voting common stock	2,480

5. The manner in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment is to be effected, is as follows: one (1) share of the Class "B" non-voting common stock is to be issued with respect to each issued and outstanding share of both the Class "A" voting common stock and Class "B" non-voting common stock as a stock dividend.

6. 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: The stated capital of the corporation shall increase by \$2,490.00.

7. The date of adoption of the foregoing amendment was October 9, 2012.

8. The foregoing amendment was approved by both the directors and the common shareholders of the corporation. The number of votes cast for the amendment by both the directors and the holders of Class "A" voting common stock was sufficient for

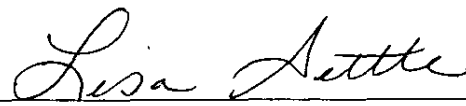
approval.

IN WITNESS WHEREOF, the undersigned officers of this corporation have executed these Articles of Amendment to its Articles of Incorporation as of the 9th day of October, 2012.

GEM PRODUCTS, INC.

By: 

E. Matthew Bridgewater, President

ATTEST: 

Lisa Settle, Secretary

(Corporate Seal)