

4/12/2018

F36844

Division of Corporations

Florida Department of State

Division of Corporations

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Division of Corporations
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COR AMND/RESTATE/CORRECT OR O/D RESIGN

GERROD CORPORATION

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Electronic Filing Menu

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Help

Audit Fax #
H140000908693

Articles of Amendment
to
Articles of Incorporation
of

GERROD CORPORATION

(Name of Corporation as currently filed with the Florida Dept. of State)

F36844

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

H140000908693

Audit Fax#
H160000908643

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change PT John Doe
☒ Remove V Mike Jones
☒ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

H160000908643

Audit Ex#
H160000908693

E. If amending or adding additional Articles, enter change(s) here:
(Attach additional sheets, if necessary). (Be specific)

SEE ATTACHED

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares,
provisions for implementing the amendment if not contained in the amendment itself:
(if not applicable, indicate N/A)

SEE ATTACHED

H160000908693

Audit Fax #
H160000908693

**ATTACHMENT TO
ARTICLES OF AMENDMENT
OF
GERROD CORPORATION, INC.
A FLORIDA CORPORATION**

Article III of the Articles of Incorporation is deleted and the following is inserted in lieu thereof:

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares that this Corporation is authorized to have outstanding at any time is one hundred thousand (100,000) shares of common stock, of which one thousand (1,000) share shall be Voting and ninety-nine thousand (99,000) shares shall be Non-Voting, all having a par value of \$0.10 per share.

H160000908693

Audit Fax #
H160000908693

**PLAN OF RECAPITALIZATION
OF
GERROD CORPORATION**

This Plan of Recapitalization of GERROD CORPORATION, a Florida Profit Corporation (hereinafter the "Corporation"), pursuant to Section 368(a)(1)(E) of the Internal Revenue Code and the regulations thereunder, is adopted as follows:

1. There are one hundred thousand (100,000) shares authorized, of which forty-two thousand, three hundred and forty-five (42,345) shares are currently outstanding.

2. The capitalization of the Corporation shall be changed upon filing hereof so that there are a total of one hundred thousand (100,000) shares authorized, one thousand (1,000) share of which shall be Voting, and ninety-nine thousand (99,000) shares of which shall be Non-Voting, each with a par value of \$0.10 per share.

IN WITNESS WHEREOF, the undersigned has adopted this Plan of Recapitalization effective April 12, 2016.

**GERROD CORPORATION,
A Florida Profit Corporation**

By: Donald B. McLendon
DONALD B. McLENDON

Its: President

H160000908693

Audit Fax #
H160000908693

The date of each amendment(s) adoption: April 12, 2016, if other than the date this document was signed.

Effective date if applicable: April 12, 2016
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated April 12, 2016

Signature X Donald B. McLendon
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

DONALD B. McLENDON

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

H160000908693