

P98000092834

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

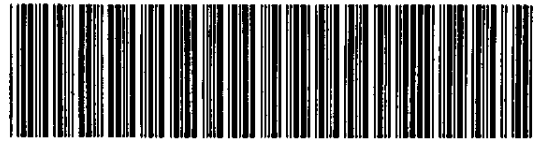
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2017 JAN 10 P 2:03

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JAN 12 2016
T. LEMIEUX

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Gunder's Auto Center, Incorporated

DOCUMENT NUMBER: P98000092834

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Raymond E. Gunder Jr.
Name of Contact Person

Gunder's Auto Center, Incorporated
Firm/ Company

930 Griffin Rd.
Address

Lakeland, FL 33805
City/ State and Zip Code

jgunder@gundersauto.net
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Raymond E. Gunder Jr. at (863) 581-2511
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Gunder's Auto Center, Incorporated.

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

P98000092834

(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:

N/A

_____ 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**)

N/A

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

N/A

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 _____

N/A

(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

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TALLAHASSEE FLORIDA

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	<u>T</u>	<u>Geraldine Gunder</u>	<u>5303 S. Cove</u>
<input checked="" type="checkbox"/> Add			<u>Lakeland, Fl.</u>
<input type="checkbox"/> Remove			<u>33809</u>
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			_____

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

N/A.

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)

Raymond E Gunder giving 10 shares to
Geraldine Gunder leaving him 40 shares.

Jodi Gunder giving 10 shares to Geraldine
Gunder leaving her with 40 shares

Geraldine Gunder will own a total of
20 shares.

* See also copy of minutes

The date of each amendment(s) adoption: 12-23-2016, if other than the date this document was signed.

Effective date if applicable: 12-23-2016
(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 12-23-2016

Signature 

(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)

Raymond E. Cunder Jr.
(Typed or printed name of person signing)

President
(Title of person signing)

ADDENDUM TO PROMISSORY NOTE

BORROWER MICHAEL T GUNDER AND JODI GUNDER

NOTE HOLDER RAYMOND GUNDER JR & GERALDINE GUNDER

Raymond and Geraldine Gunder are willing to forgive 75% of the unpaid Promissory Note of \$585,000.00 dated on February 23, 2007. This would amount to \$438,750.00 leaving a balance of \$146,250.00.

As part of this forgiveness of \$438,750.00 Raymond Gunder Jr who inherited Michael T Gunder's shares after his passing will give up 10 shares of stock. Jodi Gunder will give up 10 shares of stock. These shares will be issued to Geraldine Gunder.

Gunder's Auto Center, Inc. will make montly payments on the balance of note, \$146,250.00. Based on ten years at a 3.5% interest rate. Amortization schedule to begin January _____, 2017.

Borrowers:

Jodi Gunder/ Gunders Auto Center, Inc.

Jodi O. Gunder Date 12/23/16

Raymond Gunder/ Gunders Auto Center, Inc.

[Signature] Date 12-23-16

012

MINUTES OF THE SPECIAL MEETING OF OFFICERS

OF

GUNDER'S AUTO CENTER, INC.

All of officers of Gunder's Auto Center, Inc. having consented to the time and place of the special meeting of the officers, the meeting was held on 12/23/16
at shop 9303 Griffin Rd.

ITEM 1

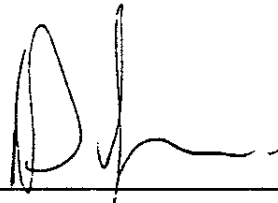
The president states the purpose of the meeting:

1. The forgiveness of 75% of the unpaid Promissory Note of \$585,000.00 signed on February 23, 2007 by Michael T. Gunder and Jodi Gunder, payable to Raymond Gunder Jr and Geraldine Gunder. This would amount to \$438,750.00 deduction to the note, leaving a balance of \$146,250.00 still owed.
2. As part of this forgiveness of \$438,750.00 Raymond Gunder Jr who holds Michael T Gunder's stock shares will give up 10 shares of stock. Jodi Gunder will also give up 10 shares of stock. These 20 shares will go to Geraldine Gunder. This will leave Raymond Gunder Jr and Jodi Gunder with 40 stock shares each and Geraldine Gunder with 20 stock shares.
3. Geraldine Gunder will hold the title of Secretary.

Upon motion duly made it was Resolved that the above be approved.

There being no further business brought before the meeting, a motion was made to adjourn, and was seconded and carried.

DATE: 12-23-16



PRESIDENT



VICE PRESIDENT/ TREASURER