

166189

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Ant Diss/cc
@ 9.11.12

BENNETT, WOODWARD & ASSOCIATES, P.A.
CERTIFIED PUBLIC ACCOUNTANTS
1238 RIDGEWOOD AVENUE
HOLLY HILL, FLORIDA 32117-2722

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MEMBERS
AMERICAN INSTITUTE
AND
FLORIDA INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS

August 29, 2012

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee FL 32301

Attn: Corporate Dissolutions

Dear Sirs:

RE: Miller & Morris Inc
EIN 59-0667670
Document # 166189

Enclosed herewith, please find the original and copy of proposed Articles of Dissolution with attached Consent of Shareholders to the Voluntary Dissolution of Miller & Morris Inc, together with a check payable to the Secretary of State in the amount of \$43.75 (representing the filing fee of \$35.00 and \$8.75 for a certified copy).

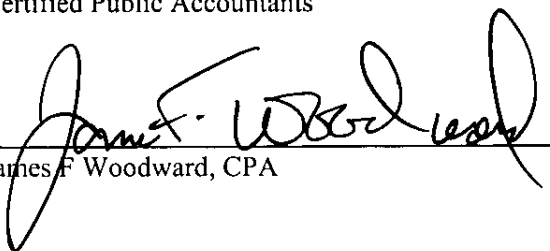
Please note that the above corporation is to be dissolved as of August 31, 2012.

IMMEDIATELY UPON FILING THE ENCLOSURES, PLEASE MAIL CERTIFIED COPIES
TO US.

If you have any questions pertaining to the above, please do not hesitate to contact us.

Very truly yours,

BENNETT, WOODWARD & ASSOCIATES, P A
Certified Public Accountants


James F Woodward, CPA

JFW:cb
Encs.
JCH1204.wpd

cc: Miller & Morris Inc

IRS regulations detailed in IRS Circular 230 require us to advise you that any tax advice contained in this correspondence is not intended or written to be used, and cannot be used by the recipient for the purpose of avoiding penalties that may be imposed under the Internal Revenue Code or applicable state or local tax law provisions.

ARTICLES OF DISSOLUTION

1. The name of the corporation is:

Miller & Morris Inc

2. The names and respective addresses of its officers are:

Director/President:

Carl P Miller Jr
P O Box 263035
Daytona Beach FL 32126 3035

Director/Vice President/Secretary/Treasurer:

Carl P Miller Jr
P O Box 263035
Daytona Beach FL 32126 3035

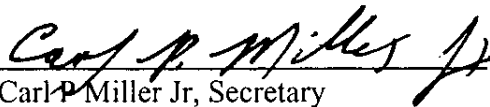
3. The names and respective addresses of its shareholders are:

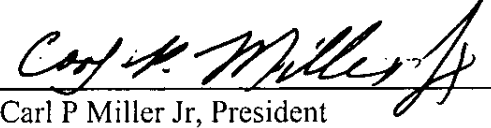
Carl P Miller Jr
P O Box 263035
Daytona Beach FL 32126 3035

4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.
5. There are no actions pending against the corporation in any court.
6. An executed copy of the written consent of the shareholders to dissolve is attached. Such written consent has been signed by all shareholders of the corporation.

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7. The effective date of these Articles of Dissolution shall be as of the close of business on August 31, 2012.

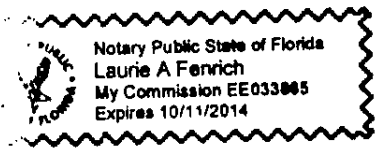

Carl P Miller Jr, Secretary



Carl P Miller Jr, President

STATE OF FLORIDA
COUNTY OF VOLUSIA

Before me personally appeared Carl P Miller, Jr, as President of Miller & Morris Inc, who is personally known to me and who acknowledged before me that he executed the foregoing Articles of Dissolution.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on August 31, 2012.




Notary Public, State of Florida

My commission expires: 10-11-14

**CONSENT OF SHAREHOLDERS TO
THE VOLUNTARY DISSOLUTION OF
MILLER & MORRIS INC**

The undersigned, being the shareholders of Miller & Morris Inc, a corporation created and existing under and by virtue of the laws of the State of Florida, deeming it advisable and for the best interest of said corporation and its shareholders that the same should be dissolved, hereby consent to the dissolution of said corporation, as provided for by the general corporation laws of the State of Florida and do sign this consent to the end that it may be filed in the office of the Secretary of State of the State of Florida as provided by law.


WITNESS my hand August 31, 2012

SHAREHOLDERS

PERCENTAGE OF OUTSTANDING
STOCK OWNED

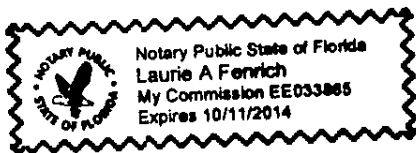
Carl P Miller Jr

100%


Carl P Miller Jr

STATE OF FLORIDA
COUNTY OF VOLUSIA

Sworn to and subscribed before me by Carl P Miller Jr, who is personally know to me this 31st day of August, 2012.




Notary Public, State of Florida

My commission expires 10-11-14

**CERTIFIED COPY OF RESOLUTION
OF
MILLER & MORRIS INC**

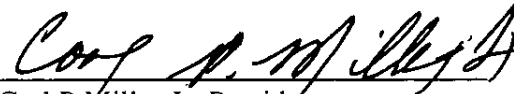
I HEREBY CERTIFY that at the meeting of the stockholders held on August 31, 2012, the following resolution was unanimously adopted:

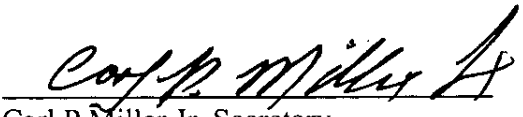
“RESOLVED, that the following plan of liquidation, effective as of the close of business on August 31, 2012, pursuant to the Internal Revenue Code be and the same is hereby adopted:

1. That within thirty (30) days after the date of this meeting, the officers of the Corporation shall file Internal Revenue Service Form 966 and necessary attachments with the Internal Revenue Service, Ogden, Utah 84201, and such other forms, documents and information as may be required under the laws of the United States.
2. That the Corporation, by its duly authorized officers proceed to distribute its property as an incident to the plan of liquidation, effective as of the close of business on August 31, 2012 adopted by the stockholders pursuant to the Internal Revenue Code.
3. That the Corporation, by its duly authorized officers shall distribute all of its assets to its shareholders.
4. That as soon as practical the officers of the Corporation shall execute and file such documents and information as may be required by the laws of the State of Florida to effect liquidation and dissolution of the Corporation, effective as of the close of business on August 31, 2012.
5. That the officers be and they are hereby empowered, authorized and directed to proceed in accordance with the resolution hereby adopted by the stockholders, said officers being authorized to adopt any subsequent resolutions to effectuate the intent of the stockholders to liquidate the Corporation in accordance with a plan of liquidation adopted pursuant to the Internal Revenue Code.

There being no further business before the meeting, the meeting was adjourned.

DATED: August 31, 2012


Carl P. Miller Jr, President


Carl P Miller Jr, Secretary