

180756

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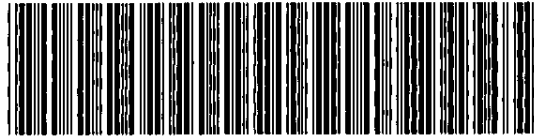
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STATE OF FLORIDA
DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA

12 JAN -4 AM 10:50

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2012 JAN -4 AM 8:20

FILED

DR
1/5/12



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 048722 81372A
AUTHORIZATION : *Spudde man*
COST LIMIT : \$ 43.75

ORDER DATE : January 4, 2012
ORDER TIME : 9:41 AM
ORDER NO. : 048722-005
CUSTOMER NO: 81372A

DOMESTIC FILINGS

NAME: BAILMAR, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Milnes - EXT# 2920

EXAMINER'S INITIALS: _____

FILED

2012 JAN -4 AM 8: 20

ARTICLES OF DISSOLUTION

Pursuant to Fla. Stat. §607.1403, of the Florida Corporate Business Code, the undersigned
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporation adopts form Articles of Dissolution for the purpose of dissolving the Corporation:

- 1. The name of the Corporation is: BAILMAR, INC.
- 2. The names and respective addresses of the respective officers of the Corporation are

as follows:

Renee M. Garrett	President
8405 S.W. 108th Street	
Miami, FL 33156	

Marjorie L. Brown	Vice President
#1 N.E. 19 th Street	
Miami, FL 33156	

George C. Garrett	Secretary
8405 S.W. 108th Street	
Miami, FL 33156	

- 3. The names and respective addresses of the respective directors of the Corporation are as follows:

Renee M. Garrett
8405 S.W. 108th Street
Miami, FL 33156

George C. Garrett
8405 S.W. 108th Street
Miami, FL 33156

- 4. Dissolution was authorized on December 21, 2011.
- 5. Dissolution was approved by the sole Shareholder, Renee M. Garrett.
- 6. Adequate provision has been made for the payment of all liabilities and obligations

of the Corporation.

7. All property and assets of the Corporation made after the payment of all debts, obligations and liabilities of the Corporation have been distributed to the sole Shareholder, Renee M. Garrett, in accordance with her respective rights and interests.

8. No property or assets remain to be distributed among the Shareholders of the Corporation.

9. There are no actions pending against the Corporation in any state court.

10. The Corporation elected to dissolve by act of the Corporation. A resolution to dissolve has been adopted by its Shareholders on December 21, 2011, a copy of which is attached to these Articles.

BAILMAR, INC.

By: Renee M. Garrett
RENEE M. GARRETT, President

Attest:


GEORGE C. GARRETT, Secretary

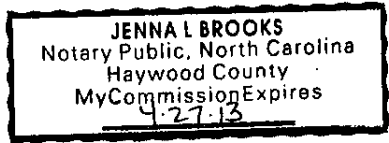
STATE OF NORTH CAROLINA)
COUNTY OF Haywood) SS:

BEFORE ME, the undersigned authority, personally appeared RENEE M. GARRETT, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Dissolution, and she acknowledged before me that she executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at BB:T, in said County and State, this 29 day of December, 2011.

Jenna L Brooks
Notary Public

My Commission Expires: 4-27-13



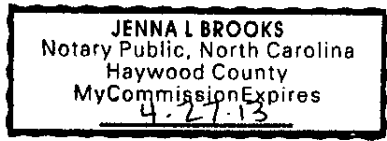
STATE OF NORTH CAROLINA)
COUNTY OF Haywood) SS:

BEFORE ME, the undersigned authority, personally appeared GEORGE C. GARRETT, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Dissolution, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at BB:T, in said County and State, this 29 day of December, 2011.

Jenna L Brooks
Notary Public

My Commission Expires: 4-27-13



**PLAN OF COMPLETE LIQUIDATION
OF
BAILMAR, INC.**

This **PLAN OF COMPLETE LIQUIDATION** (the "Plan") of Bailmar, Inc. (the "Company") was adopted by the Board of Directors of the Company (the "Board") on December 20, 2011. The Board of Directors believes it to be in the best interests of the Company and its shareholders that the Company be liquidated.

1. **Effective Date.** This Plan shall be effective on the date on which it is approved by the shareholders of the Company (the "Effective Date").

2. **Effect of Adoption By Shareholders.** From and after the Effective Date, the Company shall cease all of its business activities except as are necessary for the sale of any of the Company's assets as provided for by this Plan and the winding up of the Company's business and affairs.

3. **Conversion of Assets.** The Officers of the Company, with the approval of the Board, shall as promptly as feasible sell and convert into cash all of the Company's assets and attempt to collect all remaining accounts receivable, if any. Notwithstanding the foregoing, the Board may determine the fair market value of any non-cash assets for distribution to shareholders in lieu of cash.

4. **Payment of Liabilities.** Prior to any distributions to shareholders of the Company, the Company shall pay and discharge or make adequate provision for the payment and discharge of all debts, expenses, taxes and other liabilities of the Company.

5. **Distributions to Shareholders.** Subject to Paragraph 4 of this Plan, all of the assets of the Company shall be distributed to or on behalf of its shareholders in accordance with their respective rights in one or a series of distributions, at any time or from time to time, in cash or in kind, in any manner that the Board of Directors, in its discretion, may determine. The sole shareholder of the company is Renee Martel Garrett. Notwithstanding the foregoing, the Company shall make the final distribution to the sole shareholder, Renee Martel Garrett no later than the end of the tax year in which the first distribution occurred.

6. **Outstanding Shares.** The distribution contemplated by Paragraph 5 of this Plan shall be in exchange for the complete redemption and cancellation of all the outstanding shares of the Company.

7. **Intent to Completely Liquidate.** This Plan is intended to accomplish the complete liquidation and dissolution of the Company in accordance with Section 331 of the Internal Revenue Code of 1986, as amended, and the regulations thereunder.

8. **IRS Filings.** Within thirty (30) days after the date of the meeting at which the shareholders adopt this Plan, the Company shall file Form 966 with the appropriate Internal Revenue Service Center, together with a certified copy of the resolutions adopting this Plan. In addition, the Company shall timely file its final tax return.

9. **Amendment or Termination of the Plan.** Notwithstanding approval of or consent to this Plan and the transactions contemplated hereby by the shareholders, the Board of Directors may modify, amend, or abandon this Plan and the transactions contemplated hereby without further action by the shareholders.

10. **Authority of Officers and Directors.** The Board is hereby authorized, without further action by shareholders, to do and perform or cause the Officers of the Company, subject to approval of the Board, to do and perform, any and all acts, and to make, execute, deliver or adopt any and all agreements, resolutions, conveyances, certificates and other documents of every kind which are deemed necessary, appropriate or desirable, in the absolute discretion of the Board, to implement this Plan and the transactions contemplated hereby, including, without limiting the foregoing, all filings or acts required by any state or federal law or regulation to wind up the Company's affairs.

BOARD OF DIRECTORS RESOLUTION FOR DISSOLUTION AND LIQUIDATION

WHEREAS, the Board of Directors of Bailmar, Inc., a Florida corporation, has determined that it is in the best interests of the Corporation and of its Shareholders that the Corporation be dissolved and liquidated.

RESOLVED, that it is recommended to the Shareholders of the Corporation that the Corporation be dissolved and liquidated.

RESOLVED, that the Corporation be dissolved and liquidated, but that because of the sale of its major asset, the real property, the question of dissolution and liquidation shall be submitted to the Shareholders without a recommendation as to approval.

RESOLVED FURTHER, that the question of dissolving and liquidating the Corporation be submitted to a vote of the Shareholders at a special meeting to be held on December 21, 2011 at 2:00 p.m.

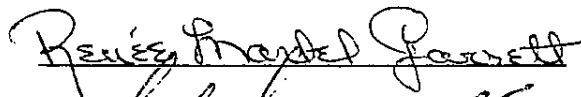
RESOLVED FURTHER, that the Secretary of the Corporation is directed to give written notice of the Shareholders' meeting to each Shareholder of record entitled to vote, stating that the purpose of the meeting is to consider the advisability of dissolving the Corporation.


RESOLVED FURTHER, that if the Shareholders approve dissolution and liquidation of the Corporation, the Director, President and Vice President of the Corporation are authorized to take all actions necessary to wind up the affairs of the Corporation, including the lease, sale, conveyance or assignment of any or all of the Corporation's assets and to execute any documents or instruments necessary or incidental to any lease, sale, conveyance or assignment of these assets.

RESOLVED FURTHER, that if the Shareholders approve dissolution and liquidation of the Corporation, the Director, President and Vice President of the Corporation are authorized to apply the assets of the Corporation, in cash or in kind, to the payment of its known debts and obligations, and after disposing of the assets of the Corporation and making suitable provision for the payment of all of its known debts, the Director, President and Vice President are authorized and required to distribute the remainder of the Corporation's assets to the sole Shareholder, Renee Martel Garrett, in cash or in kind or in accordance with the Plan of Distribution, according to her respective rights and interests.

RESOLVED FURTHER, that the proposed Plan of Liquidation, a copy of which is attached to this Resolution, is hereby approved.

Executed on December 21, 2011, at Waynesville, NC.





**RESOLUTION OF THE SOLE SHAREHOLDER APPROVING
VOLUNTARY DISSOLUTION AND LIQUIDATION OF BAILMAR, INC.**

WHEREAS, at a meeting of the Board of Directors of Bailmar, Inc. held on December 21, 2011 at 10:00 a.m., the Board of Directors adopted a resolution recommending that the Corporation be dissolved and liquidated and that the question of dissolution be submitted to the Shareholders of the Corporation and also adopted a proposed Plan of Liquidation of the Corporation and distribution of its assets; and

WHEREAS, the Shareholders of the Corporation have duly met and considered the advisability of dissolving the Corporation;

RESOLVED, that the Corporation be dissolved and liquidated;

RESOLVED FURTHER, that the Plan of Liquidation set forth in the Directors' resolutions adopted at their meeting is hereby approved by the Shareholders of the Corporation;

RESOLVED FURTHER, that the Officers and Directors of the Corporation are hereby authorized and directed to collect and distribute the assets of the Corporation in accordance with the terms and on the conditions set forth in the Plan, and to take such further action as may be necessary or proper to liquidate and dissolve the Corporation;

RESOLVED FURTHER, that the proper Officers of this Corporation are hereby authorized and directed to take such steps as are necessary to give effect to this resolution.

Executed on Dec. 21, 2011, at Waynesville, NC

