

260/02

LAW OFFICE OF
THOMAS W. GARRARD, P. A.

520 EAST OLYMPIA AVENUE
PUNTA GORDA, FLORIDA 33950

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CERTIFIED LEGAL ASSISTANT

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January 9, 1997

Secretary of State
Bureau of Corporation Records
Post Office Box 6327
Tallahassee, Florida 32314

Re: Vern O. Harrell, Inc.
Vern Harrell Enterprises, Inc.

Dear Sir/Madam:

Enclosed herein are dissolution of corporation packages for the above-referenced corporations as well as my office check, in the amount of \$70.00, representing your fee for this service.

After processing, please forward the original certificates of dissolution in the self-addressed, stamped envelope provided for your convenience.

Thank you for your cooperation in this matter.

Very truly yours,


Thomas W. Garrard

TWG:sm

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
97 JAN 13 PM 1:25

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**Articles of Dissolution Pursuant to
§607.267 of the Florida General
Business Corporation Act of Vern O. Harrell, Inc.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 13 PM 1:25

To: Department of State
Bureau of Corporation Records
Post Office Box 6327
Tallahassee, Florida 32314

Date Paid: 11/___/96
Filing Fee \$35.00

Pursuant to the provisions of Section 607.267 of the Florida General Corporation Act, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is Vern O. Harrell, Inc.
2. The names and respective addresses of the officers of the corporation are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Vern O. Harrell	President/Secretary	1160 Circle Drive Lakes Wales, FL 33947

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

<u>Name</u>	<u>Address</u>
Vern O. Harrell	1160 Circle Drive Lakes Wales, FL 33947

4. All liabilities and obligations of the corporation have been paid or discharged.

5. All the property and assets of the corporation remaining after the payment of all debts, obligations, and liabilities of the corporation, have been distributed among its shareholders in accordance with their respective rights and interests.

6. There are no actions pending against the corporation in any court.

7. The corporation elected to dissolve by act of the corporation, a resolution to dissolve having been duly adopted by the shareholders on JUNE 3, 1996. A true and correct copy of said resolution is attached to these articles.

Dated DECEMBER 16, 1996.

Vern O. Harrell, Inc.,
a Florida corporation

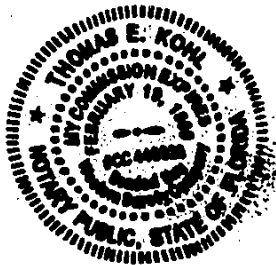
By Vern O. Harrell
Vern O. Harrell President

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 16 day of DECEMBER, 1996, by Vern O. Harrell, President of Vern O. Harrell, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification and did not take an oath.

My Commission Expires:

Thomas E. Kohl
Notary Public-
Printed Name THOMAS E. KOHL



**Notice of Special Meeting of Shareholders of Vern O. Harrell,
Inc. to Consider Director's Recommendation to Dissolve**

To: The shareholders of Vern O. Harrell, Inc.

Notice is hereby given that a special meeting of the shareholders of Vern O. Harrell, Inc. will be held at 1160 Circle Drive, Lake Wales, Florida 33947 on JUNE 3, 1996, at 9:30 A.M./P.M. for the following purposes:

{1} To consider and act on a recommendation of the board of directors of the corporation that the corporation be dissolved.

{2} To consider and act on any other business that may come before the meeting.

By order of the board of directors.

Dated MAY 1, 1996.

Vern O. Harrell, Inc.,
a Florida corporation

By Vern O. Harrell
Vern O. Harrell President

**Director's Resolution Recommending Dissolution of
Vern O. Harrell, Inc.**

Whereas, in the opinion of the board of directors, it is in the best interest of the corporation and its shareholders that the corporation be dissolved; it is

Resolved, that the board of directors of the corporation recommend that the corporation be dissolved; and it is

Further resolved, that the question of the dissolution of the corporation be submitted to a vote of shareholders at a special meeting of the shareholders to held on JUNE 3, 1996, at 9:30 A.M./P.M. and to be held at 1160 Circle Drive, Lake Wales, Florida 33947; and it is

Further resolved, that in the event the shareholders approve the dissolution by majority vote, the officers of the corporation are directed to cease the business operations of the corporation, except insofar as may be necessary for the winding up thereof; and to mail or cause to be mailed, to each known creditor of and claimant against the corporation, a notice of intent to dissolve; and to take such other action as they may deem necessary or appropriate to carry out the intent of this resolution.

Dated MAY 1, 1996.

Vern O. Harrell, Inc.,
a Florida corporation

By Vern O. Harrell
Vern O. Harrell President

**Shareholder's Resolution Approving Dissolution of
Vern O. Harrell, Inc.**

Whereas, the board of directors of the corporation, at a meeting held on MAY 1, 1996, at 1160 Circle Drive, Lake Wales, Florida 33947, adopted resolutions recommending the dissolution of this corporation and ordering that the issue of dissolution be submitted to a vote of shareholders at this meeting; and

Whereas, the holders of more than a majority of the outstanding shares of the corporation have voted to authorize such dissolution; it is

Resolved, that Vern O. Harrell, Inc. a Florida corporation, be dissolved; and it is

Further resolved, that the appropriate officers of the corporation are directed to cease the business operations of the corporation, except insofar as may be necessary for the winding up thereof; and to mail notice of intent to dissolve to all known creditors of and claimants against the corporation; and to take such further action as may be necessary or appropriate to carry out the intent of this resolution.

Dated JUNE 3, 1996.

Vern O. Harrell, Inc.,
a Florida corporation

By Vern O. Harrell
Vern O. Harrell, President

**Minutes of Joint Special Meeting of Directors
and Shareholders to Adopt Plan of Complete Liquidation**

A special joint meeting of the stockholders and directors of Vern O. Harrell, Inc. was held at the office of the corporation on March 1, 1996 at 11:00 A.M.

The following shareholders were present, constituting all of the shareholders and representing 100% of the stock ownership of the corporation: Vern O. Harrell and Margaret Harrell.

The following directors were present, constituting all of the directors of the corporation: Vern O. Harrell.

Vern O. Harrell, president of the corporation, acted as chairman of the meeting and Vern O. Harrell, secretary of the corporation, acted as secretary of the meeting.

The secretary read a written waiver of notice of this meeting which was signed by all the shareholders. The secretary was ordered to add this waiver of notice to these minutes.

The chairman announced that this meeting was called for the purpose of discussing and acting upon a plan for liquidating and dissolving the corporation. He explained that the shareholders would realize gain or loss to the extent of any difference between the amount distributed and each shareholder's adjusted basis for their shares in the corporation, and that the corporation would recognize gain or loss as if property distributed in liquidation were sold at fair market value. After considerable discussion of the plan by the directors and the shareholders, the following resolution was unanimously adopted:

Resolved: The following plan of liquidation of Vern O. Harrell, Inc. be and is hereby adopted:

<1> The officers of the corporation are authorized and directed to wind up its affairs, collect its assets, and pay or provide for the payment of, its debts and liabilities, including all federal, state and local tax liabilities. The officers of the corporation are authorized to set aside as a reserve to pay future liabilities (including contingent and unascertained liabilities) an amount that the officers of the corporation in their discretion, deem reasonable. The officers of the corporation may, in their discretion, provide for the payment of any liability secured by property of the corporation by distributing the property, as provided in paragraph 2 below, subject to the liability.

<2> As soon as may be reasonably practicable, the officers of the corporation shall transfer undivided interests in all its remaining property (subject to any liabilities secured by property

distributed) to the corporation's shareholders, as tenants in common, in proportion to their stock ownership, in cancellation of their shares.

<3> The officers of the corporation are authorized and directed to transfer the amount in any reserve set aside by the officers under the authority granted them under paragraph 1 above, during the period of liquidation, to a trustee to be designated by the officers of the corporation, to be held in trust under a trust agreement. The trust agreement shall provide that the trustee shall use the reserve to pay any future liabilities of the corporation, and shall distribute any balance of the reserve to the corporation's shareholders in the same proportions as the corporation's remaining property is distributed as provided in paragraph 2 above, and that no part of the reserve may revert to the corporation under any circumstances. The president and treasurer, or either of them, is hereby authorized to execute on behalf of the corporation such a trust agreement, in form otherwise acceptable to the officer of officers executing the agreement.

<4> As soon as may be reasonably practicable, the officers of the corporation shall cause it to be dissolved.

There being no further business before the meeting, the meeting adjourned at 1:00 P.M.

Dated: 3-1-96

By Vern O. Harrell
Vern O. Harrell
President

Attested:

By Vern O. Harrell
Vern O. Harrell
Secretary

Agreement and Plan of Liquidation

This Agreement and plan of liquidation has been made this 1st day of March, 1996, between Vern O. Harrell and Margaret Harrell, hereinafter referred to as "shareholders" and Vern O. Harrell, Inc., a Florida corporation, hereinafter referred to as "corporation":

<1> The shareholder is the owner of 100 shares of common stock of the corporation, which constitutes all the issued and outstanding capital stock of the corporation.

<2> The shareholder approves and consents to the voluntary dissolution of the corporation pursuant to the General Corporation Law of the State of Florida, and hereby authorizes the officers of the corporation to file a Consent of Stockholders to Dissolution with the Secretary of State of the State of Florida.

<3> The officers of the corporation shall pay all of the corporation's debts or shall make provision therefor, and shall distribute all of the remaining property of the corporation to the shareholder in complete cancellation and redemption of all the issued and outstanding capital stock of the corporation. Such distribution shall be made as promptly as is reasonably practicable but not later than December 31, 1996.

In Witness Whereof, the parties have hereby executed this Agreement and Plan of Liquidation by their duly authorized officers on the date above written.

By Vern O. Harrell
Vern O. Harrell,
Shareholder

By Margaret Harrell
Margaret Harrell,
Shareholder

Vern O. Harrell, Inc., a Florida
corporation

By Vern O. Harrell
Vern O. Harrell,
President