

326533

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

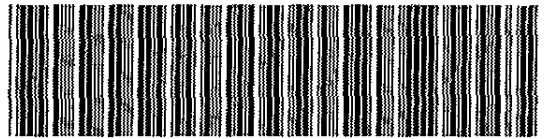
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE FLORIDA

Miss

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Vine Acres Nursery, Inc. Liquidation and Dissolution

DOCUMENT NUMBER: 326533

The enclosed Articles of Dissolution and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Linda J. Motcheck

(Name of Contact Person)

Vine Acres Nursery, Inc.

(Firm/Company)

713 Broadway Drive

(Address)

Ocoee, Florida 32761

(City/State and Zip Code)

For further information concerning this matter, please call:

Lauren Motcheck

(Name of Contact Person)

at (407) 761-7582

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$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 DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation as currently filed with the Florida Department of State:
Vine Acres Nursery, Inc.

SECOND: The document number of the corporation (if known): 326533

THIRD: The date dissolution was authorized: April 17, 2006

Effective date of dissolution if applicable: _____
(no more than 90 days after dissolution file date)

FOURTH: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signature: Linda J. Motcheck

(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)

Linda J. Motcheck

(Typed or printed name of person signing)

President

(Title of person signing)

Filing Fee: \$35

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Linda J. Motcheck

(Typed or printed name of person signing)

President

(Title of person signing)

Filing Fee: \$35

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TALLAHASSEE FLORIDA

Form **966**
(Rev December 2005)

Department of the Treasury
Internal Revenue Service

Corporate Dissolution or Liquidation

OMB No. 1545-0041

(Required under section 6043(a) of the Internal Revenue Code)

Please type or print	Name of corporation Vine Acres Nursery, Inc.		Employer identification number 59-1227324				
	Number, street, and room or suite number (if a P.O. box number, see instructions.) P.O. Box 317		Check type of return <input type="checkbox"/> 1120 <input type="checkbox"/> 1120-L <input type="checkbox"/> 1120-IC-DISC <input checked="" type="checkbox"/> 1120S <input type="checkbox"/> Other				
	City or town State ZIP Code Clarcona, FL 32710						
1 Date incorporated 2/20/1968		2 Place incorporated Florida		3 Type of liquidation <input checked="" type="checkbox"/> Complete <input type="checkbox"/> Partial		4 Date resolution or plan of complete or partial liquidation was adopted 4/17/06	
5 Service Center where corporation filed its immediately preceding tax return Ogden, UT		6 Last month, day, and year of immediately preceding tax year 5/31/05		7a Last month, day, and year of final tax year 5/31/06		7b Was corporation's final tax return filed as part of a consolidated income tax return? If "Yes," complete 7c, 7d, and 7e. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
7c Name of common parent				7d Employer identification number of common parent		7e Service Center where consolidated return was filed	
8 Total number of shares outstanding at time of adoption of plan of liquidation						Common 5,250	Preferred
9 Date(s) of any amendments to plan of dissolution							
10 Section of the Code under which the corporation is to be dissolved or liquidated						331(a)	
11 If this form concerns an amendment or supplement to a resolution or plan, enter the date the previous Form 966 was filed							

Attach a certified copy of the resolution or plan and all amendments or supplements not previously filed.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete.


Signature of officer


Title

2-15-07
Date

BAA For Paperwork Reduction Act Notice, see separate instructions.

Form 966 (Rev 12-2005)

Certified Copy of Resolutions of Vine Acres Nursery, Inc.

I hereby certify that the following Resolutions were unanimously adopted at a Special Meeting of the Shareholders of Vine Acres Nursery, Inc. held on the 17th day of April 2006.

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of Section 331 of the Internal Revenue Code of 1986, as amended, and be it

FURTHER RESOLVED, that in accordance with such plan of complete liquidation, the officers, directors and corporate counsel are hereby authorized and directed to see that the following steps are undertaken:

1. that within thirty (30) days of the date of this resolution adopting this plan of liquidation, CPA for the Corporation shall file Form 966 with the District Director of Internal Revenue, Ogden, Utah, together with a certified copy of this resolution;

2. that pursuant to this plan of liquidation the Corporation make distributions to its shareholders of all cash, such distribution to be made not later than May 31, 2007;

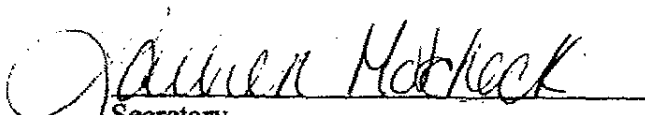
3. that the Corporation shall proceed as far as possible to collect all outstanding accounts receivable and to settle any claims against it;

4. that thereafter, as soon as practicable, the Corporation, by its duly authorized officers and directors, shall distribute all assets, subject to any unpaid liabilities, to the shareholders in redemption and cancellation of all the outstanding capital stock of the Corporation, using their discretion as to how the assets and liabilities will be apportioned among the shareholders, but in no event shall they distribute to any shareholder net assets of a lesser value than is due him on a pro rata basis, using the appraisal values obtained in Item 3 of this resolution;

5. that the proper officers of the Corporation shall file Articles of Dissolution with the Secretary of State of Florida pursuant to Section 607.1403 of the Florida Statutes;

6. That the proper officers and Corporation CPA shall file all other forms and documents required by the State of Florida and the Federal Government, including tax returns, as soon as possible after distribution of the corporate assets;

7. That the officers and directors of the Corporation are empowered, authorized, and directed to carry out the provisions of this resolution, and to adopt any further resolutions that may be necessary in liquidating and dissolving the Corporation in accordance with the expressed intent of the shareholders under the plan adopted.


Secretary