

358175

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

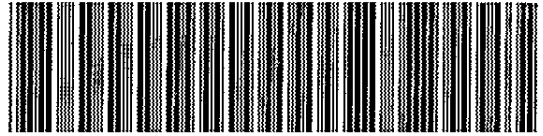
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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~~10/23/02--01032--003 **35.00~~

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SECRETARY OF
DIVISION OF CORPORATIONS
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James M. Shuta
Attorney At Law

OCT. 14
~~June~~ 1, 2002

Corporation Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
409 East Gaines Street
Tallahassee, FL 32301

Re: EUGENE R. SMITH & ASSOCIATES,
ARCHITECTS & PLANNERS, INC.

Gentle(wo)men:

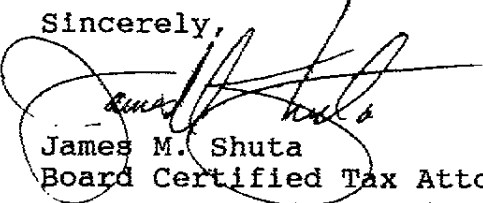
On January 14, 1970, ARTICLES OF INCORPORATION were filed for the subject corporation which document number is 358175.

Enclosed herewith, please find an original and one copy of the ARTICLES OF DISSOLUTION for the subject corporation. Also enclosed is a check for Forty-Three and 75/100 (\$43.75) Dollars for the filing fee of \$35.00 and one certified copy for \$ 8.75.

After recording the original please return the certified copy to the undersigned.

Thank you for your continued assistance.

Sincerely,


James M. Shuta
Board Certified Tax Attorney

ARTICLES OF DISSOLUTION

Pursuant to the provisions of Section 607.1403 of the Florida Business 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:

EUGENE R. SMITH & ASSOCIATES,
ARCHITECTS & PLANNERS, INC.

2. The name and address of its officers is:

EUGENE R. SMITH, III,
President, Secretary & Treasurer
612 Highway 98 East
Destin, Florida 32541

3. The name and address of the sole Director is:

EUGENE R. SMITH, III
612 Highway 98 East
Destin, Florida 32541

4. Dissolution was proposed by the Board of Directors on the 23rd day of May, 2002 and was authorized by the sole shareholder on the 14 day of ~~June~~, 2002; all pursuant to Florida Statutes 607.1402. OCT.

5. The number of shares cast in favor of dissolution was sufficient for approval.

6. A Certified Copy of the Resolutions to Dissolve the Corporation is hereto attached and incorporated by reference herein.

7. All debts, obligations and liabilities of the Corporation have been paid or discharged.


8. All remaining property and assets of the Corporation have been distributed to the sole shareholder whose name and address is:

EUGENE R. SMITH, III
612 Highway 98 East
Destin, Florida 32541

DATED the 14 day of ~~June~~, 2002. OCT.

EUGENE R. SMITH & ASSOCIATES,
ARCHITECTS & PLANNERS, INC.

BY:


EUGENE R. SMITH, III,
President

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DIVISION OF CORPORATIONS
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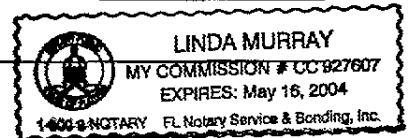
STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on the 14 day of ~~June~~ ^{OCT.}, 2002, the foregoing was acknowledged before me by EUGENE R. SMITH, III, (X) who is personally known to me or (___) who produced _____ as identification and who (___) did or (X) did not take an oath.

Linda Murray
Notary Public, State of Florida
LINDA MURRAY
(Printed Name)

My Commission Expires: _____

Commission No. _____



**CERTIFIED COPY OF RESOLUTION TO DISSOLVE
EUGENE R. SMITH & ASSOCIATES, ARCHITECTS & PLANNERS, INC.**

I HEREBY CERTIFY that the following Resolutions were unanimously adopted at a Special Meeting of the Sole Shareholder held on the 14 day of ~~June~~, 2002.

OCT.

RESOLVED, that sole Shareholder of the Corporation hereby adopts a plan of complete liquidation in accordance with the provisions of Section 331 of the Internal Revenue Code of 1986,

RESOLVED FURTHER, that in accordance with such Plan of Liquidation, the President and Secretary are authorized and directed to see that:

I. The Secretary for the Corporation shall file Form 966 with the District Director of Internal Revenue, Atlanta, Georgia, within thirty (30) days after the sole shareholder adopts the Plan of Liquidation, attaching thereto a certified copy of this Resolution, indicating that the sole shareholder has adopted a plan of complete liquidation pursuant to Section 331, Internal Revenue Code of 1986.

II. That the Corporation, by its duly authorized officers, after paying all of its expenses, distribute its remaining assets, to EUGENE R. SMITH, III, in redemption and cancellation of all the outstanding stock of the Corporation as an incident to the plan of complete liquidation hereby adopted by the sole shareholder pursuant to Section 331 of the Internal Revenue Code of 1986;

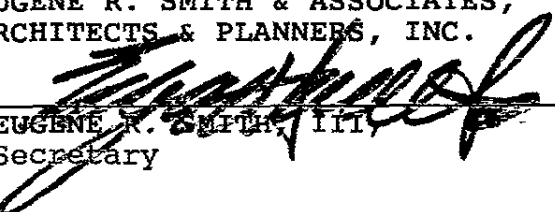
III. That as soon as practical after the final distribution and transfer of the assets to the sole shareholder in exchange for all the outstanding stock has occurred, the Secretary for the Corporation shall file Articles of Dissolution of the Corporation pursuant to Florida Statutes 607.1403, and that the President of the Corporation is hereby authorized to execute any and all documents necessary to effectuate such dissolution.

IV. That the officers be and they are hereby empowered, authorized and directed to proceed in accordance with the resolutions hereby adopted by the stockholder, said officers being authorized to effectuate the intent of the stockholder to liquidate the Corporation in accordance with a Plan of Liquidation adopted pursuant to Section 331, Internal Revenue Code of 1986.

DATED the 14 day of ~~June~~^{OCT.}, 2002

EUGENE R. SMITH & ASSOCIATES,
ARCHITECTS & PLANNERS, INC.

BY: _____


EUGENE R. SMITH, III,
Secretary