

395617

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

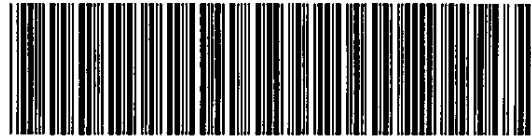
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400106541724

07/23/07--01053--013 **35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2007 JUL 23 PM 2:44

ls 7/30/07
Dress/nobel

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Dissolution of Gulf Real Estate Investments, Inc.

DOCUMENT NUMBER: 395617

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

Please return all correspondence concerning this matter to the following:

C. Randolph Coleman

(Name of Contact Person)

The Coleman Law Firm, LC

(Firm/Company)

9250 Baymeadows Road, Suite 450

(Address)

Jacksonville, FL 32256

(City/State and Zip Code)

For further information concerning this matter, please call:

C Randolph Coleman

(Name of Contact Person)

at (904) 448-1969

(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:

Gulf Real Estate Investments, Inc.

SECOND: The document number of the corporation (if known): 395617

THIRD: The date dissolution was authorized: 04/13/07

Effective date of dissolution if applicable: Filing Date

(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.

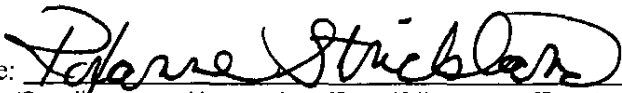
☐ Dissolution was approved by the shareholders through voting groups.

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

Not Applicable

(voting group)

Signature: 

(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)

Roxanne Strickland

(Typed or printed name of person signing)

President

(Title of person signing)

Filing Fee: \$35

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2007 JUL 23 PM 2:44

Notice of Corporate Dissolution

This notice is submitted by the dissolved corporation named below for resolution of payment of unknown claims against this corporation as provided in s. 607.1407, F.S.

This "*Notice of Corporate Dissolution*" is optional and is not required when filing a voluntary dissolution.

Name of Corporation: Gulf Real Estate Investments, Inc.

Date of dissolution will be the date the dissolution is filed with the Department of State or as specified in the *Articles of Dissolution*.

Description of information that must be included in a claim:

Each such written claim must specify the nature of the claim, the date on which it arose and the transaction out of which it arose, as well as the full amount of the claim. Except for claims that are contingent at the time of the filing of this Notice of Corporate Dissolution with the Florida Department of State or claims which arise after the date of such filing, a claim against the Corporation not otherwise barred will be barred unless a proceeding to enforce such claim is commenced within four years after the date of first publication of this notice.

Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations)

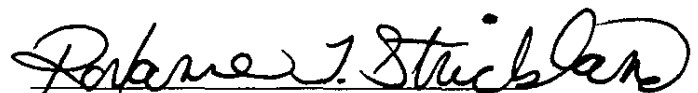
2080 Rivergate Drive

Orange Park, FL 32003

A claim against the above named corporation will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.

Roxanne Strickland, President

Printed Name of the Person Filing



Signature of the Person Filing

Fee: No charge if included with Articles of Dissolution. If filed separately \$35.00

ACTION OF THE SOLE MEMBER OF THE BOARD OF
DIRECTORS AND THE SOLE SHAREHOLDER OF
GULF REAL ESTATE INVESTMENTS, INC.

EFFECTIVE AS OF APRIL 13, 2007,
BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING

The undersigned, being the sole member of the Board of Directors and the sole Shareholder of GULF REAL ESTATE INVESTMENTS, INC. (the "Corporation"), pursuant to Sections 607.1402 and 607.1403 of the Florida Statutes, hereby consents to the adoption of, and hereby confirms, approves, adopts and ratifies the actions set forth in this document (the "Written Consent"). This Written Consent shall be effective as of the first date written above. The within actions by written consent constitute a special meeting of the sole member of the Board of Directors and the sole Shareholder of the Corporation.

The following resolutions are hereby adopted:

WHEREAS, the sole member of the Board of Directors and the sole Shareholder of the Corporation deems it to be in the best interest of the Corporation that the Corporation be liquidated and dissolved EFFECTIVE AS OF the date that the Corporation's Articles of Dissolution are filed with the Florida Department of State; and

WHEREAS, the sole member of the Board of Directors desires to recommend that the sole Shareholder authorizes (i) the dissolution of the Corporation as provided in Section 607.1402 of the Florida Statutes, and (ii) the sale or other disposition of all or substantially all of the assets of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the complete liquidation and dissolution of the Corporation be effected pursuant to the following Plan of Complete Liquidation and Dissolution:

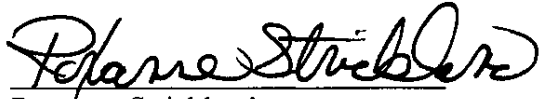
PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

1. This Plan is intended to effect the complete liquidation of the Corporation through distribution by it of all of its assets.
2. The Corporation shall cease the active conduct of its business and affairs, except insofar as may be necessary or appropriate for the winding up thereof, and shall proceed to collect its assets, convey and dispose of such of its properties as are not to be distributed in kind to the Shareholder, pay, satisfy and discharge its liabilities and obligations, and do all other acts required to liquidate its business affairs.
3. After payment or adequately providing for the payment of all of its obligations, the Corporation shall distribute the remainder of its assets, including, but not limited to, any and all of its bank accounts and its oil, gas and other mineral rights in that certain property more particularly described on Exhibit "A," attached hereto, either in cash or in kind, to its sole Shareholder, Roxanne Strickland.
4. Unless this Plan of Dissolution is revoked as provided below, the Corporation shall be formally dissolved under the laws of the State of Florida and all of the assets of the Corporation shall be distributed in complete liquidation, less assets retained to meet claims, as soon as is reasonably practicable.
5. The officers of the Corporation are authorized and directed to publish appropriate notices to creditors of the Corporation and to file with the Florida Department of State a Notice of Corporate Dissolution, Articles of Dissolution or any other document(s) which may be required by the Florida Statutes to effect the liquidation and dissolution of the Corporation.
6. The officers of the Corporation are authorized to sell or otherwise dispose of any or all of the properties and assets of the Corporation, which in their judgment should be sold or otherwise disposed of in order to facilitate the liquidation of the Corporation.
7. At any time that the sole member of the Board of Directors deems it to be in the best interest of the Corporation to terminate and revoke the dissolution proceedings, she may abandon the dissolution and file a statement of revocation of voluntary dissolution proceedings without any further action.

BE IT FURTHER RESOLVED, that the officers of the Corporation are hereby authorized and directed to do, or cause to be done, such acts as they may deem necessary or proper to effect the liquidation and dissolution of the Corporation and to carry out the intent of the foregoing resolution.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent effective as of the date and year first written above.

SHAREHOLDER:



Roxanne Strickland

BOARD OF DIRECTORS:



Roxanne Strickland