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October 4, 2001

Division of Corporations
Amendments Section
P.O. Box 6327
Tallahassee, FL 32314

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-10/08/01--01047--017
*****52.50 *****52.50

Re: *Thalheimer & Sons, Inc.*
Our File no. 1324.5

Dear Sir or Madam:

Enclosed are the following documents with respect to the Dissolution of Thalheimer and Sons, Inc.

1. Corporate Resolution of Thalheimer & Sons, Inc. to Dissolve and Wind Up Affairs of the Corporation and Plan of Distribution; and
2. Articles of Dissolution of Thalheimer & Sons, Inc.

Also enclosed is a check in the amount of \$52.50 for the filing fees and for a certified copy of the Articles of Dissolution and a Certificate of Status. Please acknowledge receipt by returning the Certified Copy of the Articles of Dissolution and the Certificate of Status to me in the enclosed prepaid envelope provided for your convenience.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

Blake W. Kirkpatrick

FILED
OCT -8 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BWK/

Enclosures

cc: Bruce Thalheimer (w/encls.)
Sandford M. Thalheimer (w/encls.)
Bruce D. Dee (w/encls.)
Joe B. Cox, Esq.

COX & NICI
LTD
KPC 10-10
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ARTICLES OF DISSOLUTION

FILED
01 OCT -8 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: The name of the corporation is: Thalheimer & Sons, Inc.

SECOND: The date dissolution was authorized: June 15, 2001

THIRD: 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 vote of 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

Officers
(voting group)

Signed this 15th day of June, 2001.

Signature

Bruce Thalheimer
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Bruce Thalheimer
(Typed or printed name)

Vice President
(Title)

**CORPORATE RESOLUTION OF THALHEIMER & SONS, INC.
TO DISSOLVE AND WIND UP AFFAIRS OF THE CORPORATION
AND
PLAN OF DISTRIBUTION**

KNOW BY ALL THESE PRESENTS THAT:

WHEREAS, by Certificate of Incorporation dated December 3, 1973, a Florida Corporation, known as THALHEIMER & SONS, INC., was formed (hereinafter referred to as the "Corporation"); and

WHEREAS, in accordance with Section 607.0704, the following undersigned directors, officers and shareholders (representing the entire outstanding interests in the Corporation) desire to dissolve the Corporation, liquidate the Corporation's assets and distribute the proceeds from the sale of the Corporation's assets to the shareholders on a pro rata basis according to their ownership interests; and

WHEREAS, the Board of Directors of the Corporation agrees to file Articles of Dissolution, effective as of June 15, 2001, with the State of Florida and to wind up the affairs of the Corporation; and

WHEREAS, as a part of the winding up of affairs of the Corporation, the Board of Directors have agreed to transfer all of the assets of the Corporation to BRUCE THALHEIMER and SANDFORD M. THALHEIMER (hereinafter referred to as "Shareholders"), and liquidate the Corporation within the timeframe permitted in Section 1.331-1(d) of the Treasury Regulations; and

WHEREAS, all liabilities and obligations of the Corporation have been paid and discharged, or adequate provisions have been made therefor; and

WHEREAS, the undersigned, who are all members, directors and shareholders entitled to vote on such distribution of assets from the Corporation, desire to waive notice of this Corporate Resolution to Wind Up the Affairs of the Corporation and Plan of Distribution.

NOW, THEREFORE, the undersigned, being all the directors and shareholders of the Corporation, do hereby consent to the adoption of the following resolutions pursuant to the provisions of Chapter 607 of the Florida Statutes:

RESOLVED, that as a part of the winding up of affairs of the Corporation, all of the assets of the Corporation shall be transferred to the Shareholders no later than the timeframe permitted in Section 1.331-1(d) of the Treasury Regulations; and be it further

RESOLVED, the undersigned, who are all officers, directors and shareholders entitled to vote on such distribution of assets from the Corporation hereby waive notice of the Plan of Distribution.

IN WITNESS WHEREOF, the undersigned, Officers, Directors, and Shareholders (representing all of the outstanding interests in the Corporation) have executed this Corporate Resolution of Thalheimer & Sons, Inc. to Dissolve and Wind Up Affairs of the Corporation and Plan of Distribution as of the 15th day of June, 2001.



BRUCE THALHEIMER
Vice President, Director, Shareholder



SANDFORD C. THALHEIMER
President, Director, Shareholder



NANCY THALHEIMER
Secretary, Director



ERIKKA THALHEIMER
Treasurer, Director