

499778

Sunstate Research

Requester's Name

Address

City/State/Zip

Phone #

FILED
00 JUL -6 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Sun and Shade Plants, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #) 400003314624--8
-07/06/00-01022-019
*****43.75 *****43.75

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☒ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☒ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

RECEIVED
00 JUL -6 AM 10:04
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

07-06-00

Examiner's Initials

CC

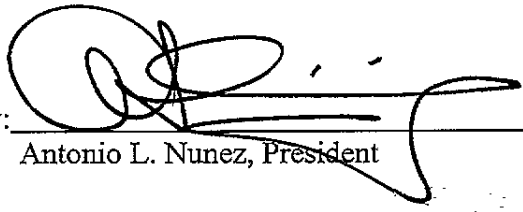
**ARTICLES OF DISSOLUTION
OF
SUN AND SHADE PLANTS, INC.**

FILED
00 JUL -6 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of this corporation is SUN AND SHADE PLANTS, INC.
2. SUN AND SHADE PLANTS, INC. elected to dissolve pursuant to the Unanimous Written Consent of its Shareholders and Board of Directors, which Written Consent was effective as of May 5, 2000. A copy of such Written Consent is attached hereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 23rd day of JUNE, 2000.

SUN AND SHADE PLANTS, INC.,
a Florida corporation

By: 
Antonio L. Nunez, President

(Corporate Seal)

**UNANIMOUS WRITTEN CONSENT
OF THE
SHAREHOLDERS
AND
BOARD OF DIRECTORS
OF
SUN AND SHADE PLANTS, INC.**

The undersigned, being all of the Shareholders and all of the members of the Board of Directors, respectively, of SUN AND SHADE PLANTS, INC., a Florida corporation (the "Corporation"), do hereby consent to the adoption and approval of the following resolutions:

Adoption of Plan of Complete Liquidation and Dissolution

WHEREAS, the Board of Directors of this Corporation deems it advisable and in the best interest of the Corporation and its Shareholders that the Corporation be completely liquidated and dissolved; and

WHEREAS, the Board of Directors finds that it is advisable to adopt a plan of complete liquidation in accordance with the requirements of the Internal Revenue Code of 1986, as amended; and

WHEREAS, the Shareholders of this Corporation deem it advisable and in their best interest that the Corporation be completely liquidated and dissolved in accordance with the Plan of Complete Liquidation presented to them by the Board of Directors of this Corporation, it is

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of the Internal Revenue Code of 1986, as amended, and pursuant to the following Plan of Complete Liquidation:

1. The officers of the Corporation are authorized and directed to proceed promptly to wind up the Corporation's affairs by collecting all of its assets and paying or providing for the payment of all of its liabilities.
2. As soon as practicable, the officers shall wind up the affairs of the Corporation; pay or provide for the payment of its liabilities; establish a reserve in a reasonable amount to meet any known liabilities and liquidating expenses, if they deem such a reserve to be desirable, and distribute to the Shareholders in cancellation of their shares, any remaining assets of the Corporation subject to any remaining unpaid liabilities.
3. If a reserve is established to meet claims against the Corporation, the officers shall arrange for the distribution of any unused balance of such reserve to the Shareholders as soon as practicable.

4. The officers of the Corporation are authorized and directed to file, or to have counsel for the Corporation file, Form 966 with the Internal Revenue Service together with a certified copy of this Resolution, within 30 days after the date hereof.

5. The officers of the Corporation are authorized and directed to file such other forms and documents required by the State of Florida, including, but not limited to, Articles of Dissolution, and by the federal government, including tax returns, as soon as possible after distribution of all of the Corporation's assets.

FURTHER RESOLVED, that the officers of the Corporation, be, and they hereby are, authorized and directed to execute whatever instruments and documents, and take whatever additional actions they deem necessary or appropriate to carry out the intent and accomplish the purposes of the foregoing Resolution.

Waiver of Other Requirements

RESOLVED, that the preparation of annual financial statements for the Corporation, within any specific period of time, for this year and all prior years be, and it hereby is, waived.

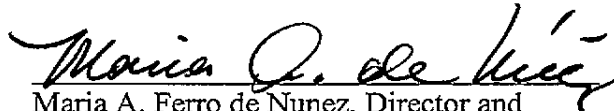
Effective Date: May 5, 2000



Antonio L. Nunez, Director



Antonio E. Nunez, Director



Maria A. Ferro de Nunez, Director and
Shareholder



Maria A. Nunez de Vidal, Director and
Shareholder