

500149

Lewis + White, L.C.
Requester's Name
P.O. Box 1050
Address
Tallahassee 32302
City/State/Zip Phone #
Attn: Cherie 425-5000

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00 JUL 21 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

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

1. Public Employees Equities Service Company ("PEESCO")
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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- ☒ Walk in ☐ Pick up time Monday A.M. ☒ Certified Copy (2)
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of State

NEW FILINGS

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

AMENDMENTS

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

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

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

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DEPARTMENT OF STATE
DIVISION OF CORPORATE
REGISTRATION
TALLAHASSEE, FLORIDA

07-24-00

Examiner's Initials CC

PUBLIC EMPLOYEES EQUITIES SERVICES COMPANY

ARTICLES OF DISSOLUTION

THESE ARTICLES OF DISSOLUTION are filed with the Florida Department of State pursuant to Sections 607.1402 and 607.1403, Florida Statutes:

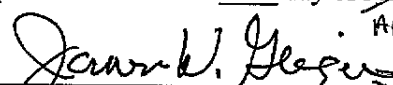
1. Public Employees Equities Services Company is the corporation being dissolved.
2. The names and respective addresses of all of its last directors and officers are: Pat Tornillo, Jr., 118 No. Monroe Street, Tallahassee, FL 32301, James W. Geiger, 1220 E. Park Avenue, Tallahassee FL 32301; and, Robert F. Lee, 118 N. Monroe Street, Tallahassee FL 32301.
3. All debts obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefor; and, there are no actions pending against the corporation in any court.
4. Property remained for distribution to shareholder after applying the corporation's assets to the payment of the liabilities and obligations of the corporation.
5. Attached is an executed copy of the written consent to dissolve executed by the sole shareholder and a majority of the directors of the corporation entitled to be cast on the proposal as of the date set forth in the consent; said majority was sufficient for approval of dissolution. Voting by groups was not required.
6. Since formation of Public Employees Equities Services Company on March 31, 1976, and its dissolution by these Articles, it has only had two shareholders, Public Employees Services Company, and, since 1996, PESCO Financial Services, L.C.

IN WITNESS WHEREOF, we set our hands and corporation's seal this 3rd day of ~~March~~ April, 2000.

ATTEST:


ROBERT F. LEE, Secretary

[SEAL]


JAMES W. GEIGER, President

STATE OF FLORIDA

COUNTY OF LEON

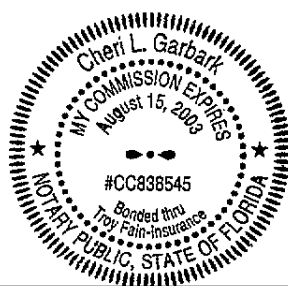
s. s. Tallahassee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, appeared JAMES W. GEIGER and ROBERT F. LEE, who, being personally well-known to me and being duly sworn and under oath, say that they executed the foregoing Articles of Dissolution in my presence and acknowledged that they did so in their duly authorized corporate capacity as set forth under their names.

IN WITNESS WHEREOF I have set my hand and official seal at the aforesaid place on this 3rd day of ~~March~~ April, 2000.

April





CONSENT OF THE STOCKHOLDERS AND DIRECTORS
TO LIQUIDATE AND DISSOLVE

PUBLIC EMPLOYEES EQUITIES SERVICES COMPANY

AFTER NOTICE TO ALL SHAREHOLDERS, the undersigned majority of the shareholder and director votes entitled to be cast on a proposal to dissolve Public Employees Equities Services Company hereby take the following actions by written consent in lieu of a Special Meeting:


RESOLVED, that the corporation be liquidated in accordance with the provisions of Section 331 of the Internal Revenue Code of 1986, as amended, as well as the final income tax return for the corporation, and further

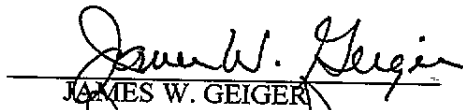
RESOLVED, that in accordance with such plan of liquidation, the officers, directors and the accountant for the corporation be and they hereby are authorized and directed to:

1. File Form 966, or such other required form, within 30 days after the date hereof with the District Director of Internal Revenue Service at Atlanta, Georgia, together with a copy of this consent.
2. Sell, transfer and otherwise liquidate any and all of the properties and assets of the corporation which in their judgment should be sold or liquidated in order to facilitate the liquidation of the corporation. After effecting such sales and transfers, provide for the payment of the just debts of the corporation; and, thereafter, transfer all of the assets of the corporation remaining, if any, to the stockholders of the corporation.
3. Distribute all the assets subject to any unpaid liabilities in reduction and cancellation of all the outstanding stock of the corporation.
4. File a copy of this instrument as and for a Certificate of Dissolution with the Secretary of State in Tallahassee, Florida, together with Articles of Dissolution.
5. File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, distribution of securities licenses and the like as soon as possible after the distribution of the corporate assets.
6. Provide for the payment of any indebtedness owed by the corporation to any creditors of lienors.

IT IS, FURTHER, RESOLVED, that all action taken on behalf of this corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the corporation, the possible sale or distribution of its assets, be and the same hereby are ratified and confirmed in all respects.

IN WITNESS WHEREOF, the undersigned, together constituting a majority of the shareholders and directors of the corporation entitled to vote on this action, have executed this instrument on this day of March, 2000.


PAT TORNILLO, JR.


JAMES W. GEIGER


ROBERT F. LEE