

548381

BOND, ARNETT & PHELAN, P. A.

ATTORNEYS AT LAW
101 SOUTHWEST THIRD STREET
POST OFFICE BOX 2405
OCALA, FLORIDA 34478

M. THOMAS BOND, JR.
JOHN W. ARNETT*
WILLIAM H. PHELAN, JR.
ANN MELINDA CRAGGS
COLLEEN M. DURIS

*BOARD CERTIFIED REAL ESTATE LAWYER

TELEPHONE
(352) 622-1188

FAX
(352) 622-1125

May 12, 2000

300003504259--8
-12/18/00--01112--002
*****43.75 *****43.75

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: TURNER GROVES, INC.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Dissolution regarding the above corporation together with a check in the amount of \$43.75 Please file and return a certified copy to the undersigned.

Thank you for your assistance and cooperation in this matter.

Yours very truly,

BOND, ARNETT & PHELAN, P.A.


John W. Arnett

JWA:jh

Encls. As stated above

Diss

FILED
00 DEC 15 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. PAYNE DEC 18 2000

ARTICLES OF DISSOLUTION
(FS §§ 607.1403)

FILED

00 DEC 15 PM 3:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is TURNER GROVES, INC.

2. The names and respective addresses of its officers are:

President-Treasurer

Julia Fae Wallace
P.O. Box 396
Ocala, Florida 34478

Secretary

Sheryl D. Henderson
P.O. Box 4641
Ocala, Florida 34478

3. The name and respective address of the sole director is:

Julia Fae Wallace
P.O. Box 396
Ocala, Florida 34478

4. All debts, obligations, and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.

5. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.

6. There are no actions pending against the corporation in any court.

7. Pursuant to the Written Consent of the Shareholders and Directors of Turner Groves, Inc. in Lieu of Special Meeting on Dec. 4 & Dec. 8, 2000, all of the Shareholders and Directors voted unanimously authorizing the dissolution of TURNER GROVES, INC. effective on December 31, 2000. A copy of such written consent is attached hereto.

DATED this 8 day of Dec, 2000.

TURNER GROVES, INC.

BY:

Julia Fae Wallace

JULIA FAE WALLACE

President

BY:

Sheryl D. Henderson

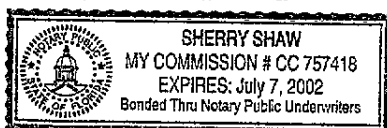
SHERYL D. HENDERSON

Secretary

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME personally appeared JULIA FAE WALLACE who is the President of TURNER GROVES, INC. and SHERYL D. HENDERSON who is the Secretary of TURNER GROVES, INC. and acknowledged before me that they executed the foregoing Articles of Dissolution.

IN WITNESS WHEREOF I have hereunto set my hand and seal on this 8 day of Dec, 2000.



Sherry Shaw
Notary Public - State of Florida
My Commission Expires:

WRITTEN CONSENT OF THE SHAREHOLDERS AND DIRECTORS
OF TURNER GROVES, INC. IN LIEU OF SPECIAL MEETING

The undersigned, being all the Shareholders and Directors of the above named corporation, based on the recommendation of the Board of Directors hereby take the following actions by written consent in lieu of a Special Meeting of the Board of Directors and Shareholders:

RESOLVED, that the corporation be dissolved effective on 12/31/2000 and its assets liquidated and distributed to the shareholders, and further

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

1. file the final U.S. income tax return for an S corporation, form 1120S with the District Director of Internal Revenue Service at Chamblee, Georgia, together with a copy of this consent,
2. provide for the payment of any indebtedness owed by the corporation to any creditors or lienors,
3. distribute all the assets subject to any unpaid liabilities in reduction and cancellation of all the outstanding stock of the corporation,
4. Assign all of the remaining assets of the corporation to Sheryl D. Henderson as Trustee for the shareholders of the corporation to collect and distribute said assets to the shareholders in the percentages shown on Schedule "A" attached hereto, and incorporated herein,
5. file Articles of Dissolution for Turner Groves, Inc. with the Secretary of State in Tallahassee, Florida,
6. file all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets, and

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

DATED: Dec 8, 2000.

SHERYL D. HENDERSON SHAREHOLDER JULIA FAE WALLACE DIRECTOR
 JULIA FAE WALLACE SHAREHOLDER

DONALD E. LONG **SHAREHOLDER**

WRITTEN CONSENT OF THE SHAREHOLDERS AND DIRECTORS
OF TURNER GROVES, INC. IN LIEU OF SPECIAL MEETING

JAMES B. LONG SHAREHOLDER

Sylvia F. Wallace
SYLVIA F. WALLACE SHAREHOLDER

ARTHUR L. WALLACE, III SHAREHOLDER

Gregory T. Wallace
GREGORY T. WALLACE SHAREHOLDER

SCHEDULE "A"

TURNER GROVES, INC.

PO Box 396
Ocala, Fl. 34478

	<u>Stockholder Information</u>	<u>Social Security #</u>	<u>% of Shares</u>	<u># of Shares</u>
CONTACT PERSON	Julia Fae Wallace PO Box 396 Ocala, Fl. 34478 352-288-4100	265-54-7951	18.65%	746
	Donald E. Long 6817 Quincy Ave Longmont, Co 80504 303-833-1622	266-23-5151	16.10%	644
CONTACT PERSON	Sheryl D. Henderson PO Box 4641 Ocala, Fl. 34478 352-694-3737	261-33-6763	16.10%	644
	James B. Long 3485 Starburst Court West Mulberry, Fl. 33860 863-425-2822	264-29-5235	12.85%	514
	Sylvia F. Wallace PO Box 396 Ocala, Fl. 34478 352-732-9871	265-39-1348	12.10%	484
	Arthur L. Wallace, III PO Box 322 6542 Hypoluxo Road Lake Worth, Fl. 33467 561-433-1189	265-39-1345	12.10%	484
	Gregory T. Wallace PO Box 396 Ocala, Fl. 34478 352-288-4100	265-39-1339	12.10%	484
	Totals		100.00%	4000

WRITTEN CONSENT OF THE SHAREHOLDERS AND DIRECTORS
OF TURNER GROVES, INC. IN LIEU OF SPECIAL MEETING

The undersigned, being all the Shareholders and Directors of the above named corporation, based on the recommendation of the Board of Directors hereby take the following actions by written consent in lieu of a Special Meeting of the Board of Directors and Shareholders:

RESOLVED, that the corporation be dissolved effective on 12/31/2000 and its assets liquidated and distributed to the shareholders, and further

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

1. file the final U.S. income tax return for an S corporation, form 1120S with the District Director of Internal Revenue Service at Chamblee, Georgia, together with a copy of this consent,
2. provide for the payment of any indebtedness owed by the corporation to any creditors or lienors,
3. distribute all the assets subject to any unpaid liabilities in reduction and cancellation of all the outstanding stock of the corporation,
4. Assign all of the remaining assets of the corporation to Sheryl D. Henderson as Trustee for the shareholders of the corporation to collect and distribute said assets to the shareholders in the percentages shown on Schedule "A" attached hereto, and incorporated herein,
5. file Articles of Dissolution for Turner Groves, Inc. with the Secretary of State in Tallahassee, Florida,
6. file all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets, and

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

DATED: 12-4, 2000.

SHERYL D. HENDERSON

SHAREHOLDER

JULIA FAE WALLACE

DIRECTOR

JULIA FAE WALLACE

SHAREHOLDER

DONALD E. LONG

SHAREHOLDER

WRITTEN CONSENT OF THE SHAREHOLDERS AND DIRECTORS
OF TURNER GROVES, INC. IN LIEU OF SPECIAL MEETING

JAMES B. LONG SHAREHOLDER

Sylvia F. Wallace
SYLVIA F. WALLACE SHAREHOLDER

ARTHUR L. WALLACE, III SHAREHOLDER

GREGORY T. WALLACE
GREGORY T. WALLACE SHAREHOLDER

WRITTEN CONSENT OF THE SHAREHOLDERS AND DIRECTORS
OF TURNER GROVES, INC. IN LIEU OF SPECIAL MEETING

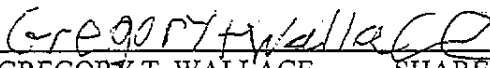


JAMES B. LONG SHAREHOLDER



SYLVIA F. WALLACE SHAREHOLDER

ARTHUR L. WALLACE, III SHAREHOLDER



GREGORY T. WALLACE SHAREHOLDER