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A PROFESSIONAL ASSOCIATION

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FLORIDA BAR BOARD OF  
CERTIFICATION

January 29, 1997

Secretary of State  
Division of Corporations  
Bureau of Corporate Records  
Tallahassee, Florida 32304

200002074802--4  
-01/31/97--01045--009  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Dissolution of D. W. WHIFFEN, O.D., P.A.

Ladies and Gentlemen:

Enclosed please find the original and one (1) copy of the Articles of Dissolution of D. W. WHIFFEN, O.D., P.A. and Agreement and Plan of Liquidation between the Shareholders and D. W. WHIFFEN, O.D., P.A., which sets forth the written consent of the Shareholders. The documents are filed in compliance with Florida Statute Section 607.1402, along with a check for \$87.50 (\$35.00 filing fee and \$52.50 for certified copy).

Please make the effective date December 31, 1996. After the original has been filed, please certify the copy and return it to me.

Sincerely,

WATSON, FOLDS, STEADHAM,  
TOVKACH & WALKER

Walter M. Tovkach  
Walter M. Tovkach (WML)

WMT:kak

Enclosures

VS FEB 7 1997

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liquid/whiffen.dis

**ARTICLES OF DISSOLUTION  
OF  
D. W. WHIFFEN, O.D., P.A.**

**FILED**  
97 JAN 31 PM 12:23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 621.13 of the Professional Service Corporation Act and Sections 607.1401, 607.1402 and 607.1403 of the General Corporation Act of the State of Florida, the undersigned of the corporation hereinafter named, adopted the following Articles of Dissolution.

1. The date of issuance of D. W. WHIFFEN, O.D., P.A. Certificate of Incorporation was March <sup>29</sup>~~30~~, 1973.

2. The names and addresses of its officers are:

NAME

ADDRESS

D. W. WHIFFEN, O.D.  
President

207 S. Walnut Street  
Starke, FL 32091

D. W. WHIFFEN, O.D.  
Secretary

207 S. Walnut Street  
Starke, FL 32091

3. The names and addresses of its directors are:

NAME

ADDRESS

D. W. WHIFFEN, O.D.  
President

207 S. Walnut Street  
Starke, FL 32091

4. All debts, obligations and liabilities of the corporation have been paid or discharged or provided for in the assumption of liabilities agreement entered into by the shareholders.

5. All remaining property and assets have been distributed to the shareholders in accordance with the liquidation and dissolution plan and agreement.

6. A statement of intent to dissolve is hereby attached along with adoption of such resolution by the shareholders of D. W. WHIFFEN, O.D., P.A.

7. The effective date of dissolution shall be December 31, 1996.

DATED: December 31, 1996.

D. W. WHIFFEN, O.D., P.A.

By: *D. W. Whiffen*  
D. W. WHIFFEN, O.D.  
President

By: *D. W. Whiffen*  
D. W. WHIFFEN, O.D.  
Secretary

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 31 day of December, 1996 by D. W. WHIFFEN, O.D. as President and Secretary of D. W. WHIFFEN, O.D., P.A.

*Kimberly Ann King*  
Notary Public, State at Large

Print Name:

My Commission Expires:

My Commission Number is:



Kimberly Ann King  
MY COMMISSION # 00532329 EXPIRES  
February 13, 2000  
BONDED THRU TROY FARM INSURANCE, INC.

Personally Known ☒

Produced Identification \_\_\_\_\_

Type of Identification \_\_\_\_\_

**AGREEMENT AND PLAN OF LIQUIDATION BETWEEN  
THE SHAREHOLDERS AND  
D. W. WHIFFEN, O.D., P.A.**

AGREEMENT AND PLAN OF LIQUIDATION made this 31 day of December, 1996, between the Shareholders and D. W. WHIFFEN, O.D., P.A., a Florida Professional Association (hereinafter called the "Corporation").

WHEREAS, one hundred (100%) percent of the Shareholders owning all of the issued and outstanding capital common stock of the Corporation wish to approve, authorize and consent to the voluntary dissolution of the Corporation in accordance with the Professional Service Corporation Act and the General Corporation Act of the State of Florida and Section 336 of the Internal Revenue Code;

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. The Shareholders approve, authorize and consent to the voluntary dissolution of the Corporation, such dissolution to be effective December 31, 1996, and in accordance with the plan of liquidation set forth in this Agreement.
2. The Shareholders hereby authorize the officers of the Corporation to sell or otherwise liquidate any or all of the tangible assets of the Corporation, which in their judgment should be sold or liquidated to facilitate the liquidation of the Corporation.
3. The Shareholders hereby authorize the officers of the Corporation to file a Certificate of Dissolution signed by the Stockholders of the Corporation with the Secretary of the State of the State of Florida and all proper federal forms with the Internal Revenue Service.
4. The Shareholders hereby resolve that after providing for all the proper debts of the Corporation, the remaining assets of the Corporation, including cash, if any, be distributed to the stockholders of the Corporation.
5. The Shareholders hereby authorize the officers to commence such liquidation to be effective December 31, 1996.

6. The Shareholders hereby authorize the proper officers to pay all such fees and taxes and to do or cause to be done such further acts and things as they may deem necessary or proper in order to carry out the liquidation and dissolution of the Corporation and fully to effectuate the purposes of the foregoing resolutions.

IN WITNESS WHEREOF, the parties hereby have caused this Agreement and Plan of Liquidation to be executed by their respective duly authorized officers as of the day and year first above written.

ATTEST:

By:

D. W. Whiffen O.D.  
D. W. WHIFFEN, O.D.  
Secretary

D. W. WHIFFEN, O.D., P.A.

By:

D. W. Whiffen O.D.  
D. W. WHIFFEN, O.D.  
President

D. W. Whiffen O.D.  
D. W. WHIFFEN, O.D.,  
Shareholder