

604634



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 859006 5011226

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 87.50

ORDER DATE : June 17, 1998

ORDER TIME : 9:44 AM

ORDER NO. : 859006-005

CUSTOMER NO: 5011226

CUSTOMER: Barbara Buchanan, Legal Asst  
Gray Harris & Robinson  
S.e. Bank Building, Suite 1200  
201 E. Pine Street  
Orlando, FL 32801

200002562602--7

DOMESTIC FILINGS

NAME: GEORGE D. MITCHELL, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

RECEIVED  
98 JUN 17 10:39  
DIVISION OF  
CERTIFICATION

FILED

98 JUN 17 AM 10:44

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION OF  
GEORGE D. MITCHELL, INC.  
A Florida Corporation**

FILED  
98 JUN 17 AM 10:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I, NAME

The name of this Corporation is GEORGE D. MITCHELL, INC.

ARTICLE II, DATE DISSOLUTION WAS AUTHORIZED

The dissolution of this Corporation was authorized on June 8, 1998.

ARTICLE III, SHAREHOLDER APPROVAL

Dissolution was approved by all of the shareholders of this Corporation and therefore the number cast for approval was unanimous and thereby sufficient within the meaning of Section 607.1403(1)(c), Florida Statutes.

ARTICLE IV, JOINT WRITTEN ACTION

A copy of the Joint Written Action of the Board of Directors and Shareholders of this Corporation approving the Plan of Complete Liquidation and Dissolution of this Corporation executed by the directors and shareholders is attached hereto.

GEORGE D. MITCHELL, INC.

By: George D. Mitchell  
George D. Mitchell, President

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 9<sup>TH</sup> day of June, 1998,  
by George D. Mitchell, as President of GEORGE D. MITCHELL, INC., a Florida  
corporation.

Cathy A. Curry  
Signature of Notary Public

CATHY CURRY  
(Print Notary Name)

My Commission Expires: 6-23-2000

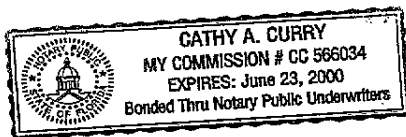
Commission No.: CC 566034

- ☐ Personally known, or  
☒ Produced Identification

Type of Identification Produced

FLA DL M324-304-27-217-0

AFFIX NOTARY STAMP



**JOINT WRITTEN ACTION  
OF THE SHAREHOLDER  
AND BOARD OF DIRECTORS OF  
GEORGE D. MITCHELL, INC.**

The undersigned, being the sole member of the Board of Directors, and representing all of the outstanding stock of GEORGE D. MITCHELL, INC., a Florida corporation (hereinafter referred to as the "Corporation"), hereby take the following written action in lieu of holding a meeting regarding same, all pursuant to the terms of Sections 607.0821 and 607.0704, Florida Statutes:

WHEREAS, the director of the Corporation has recommended dissolution to the shareholder of the Corporation;

WHEREAS, the shareholder of the Corporation has determined that it is in the best interest of the Corporation that the Corporation be dissolved and liquidated.

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended; and  
be it

FURTHER RESOLVED, that the Corporation be completely dissolved in accordance with the provisions of Sections 607.1402 and 607.1403, Florida Statutes.

FURTHER RESOLVED, that the Director and President of the Corporation are hereby authorized and directed to see that the following steps are undertaken in accordance with the following Plan of Complete Liquidation and Dissolution:

## PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

1. GEORGE D. MITCHELL, INC., a Florida corporation (hereinafter referred to as the "Corporation"), has issued and outstanding sixty (60) shares of common stock having a par value of \$1.00 per share. The Corporation will cease to carry on its business, except insofar as may be necessary to wind up its affairs within the meaning of Section 607.1405, Florida Statutes, and will liquidate and distribute all of its assets in complete liquidation, within the meaning of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended, less any assets retained to meet claims, beginning on June 8, 1998, the effective date of the complete liquidation and dissolution of the Corporation.

2. The Director and President of the Corporation are authorized to proceed as far as possible to collect all sums due the Corporation and to settle any claims against the Corporation and pay all liabilities.

3. The Director and President of the Corporation are authorized to distribute all the assets of the Corporation in cash or in kind in one distribution or a series of distributions in complete liquidation in full payment in exchange for the stock of the shareholders, retaining such assets as are necessary to meet claims or liabilities of the Corporation.

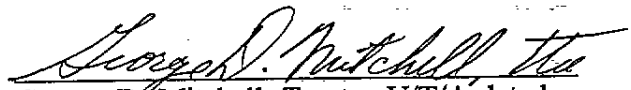
4. Within thirty (30) days after this Plan of Complete Liquidation and Dissolution is adopted, counsel for the Corporation shall file Form 966 with the District Director of Internal Revenue, Atlanta, Georgia, together with a certified copy of this resolution.

5. The Director and President of the Corporation are authorized to file all other forms and documents required by the State of Florida and the Federal Government, including tax returns, as soon as possible after distribution of the assets of the Corporation.

6. The Director and President of the Corporation are authorized, empowered and directed to do any and all other things in its name and behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this Plan of Complete Liquidation and Dissolution. The director, officers and agents of the Corporation shall be held harmless by the Corporation for any action under this Plan of Complete Liquidation and Dissolution taken in good faith, and any expense or liability so incurred by them in connection therewith shall be that of the Corporation.

The undersigned hereby approves and adopts the foregoing written action this 8<sup>th</sup> day of June, 1998.

SHAREHOLDER:

  
George D. Mitchell, Trustee U/T/A dated  
10/04/73, as Amended and Restated  
06/29/88

DIRECTOR:

  
George D. Mitchell