

Document Number Only

F22655

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name

TALLAHASSEE, FL 32301

Address

222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

200002264952--7

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*****35.00 *****35.00

H. M. F. Investments, Inc.

disc

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☒ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other

☐ Change of R.A.

☐ Fictitious Name Filing

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

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Availability	
Document Examiner	ROU
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Verifier	ROU
Acknowledgment	ROU
W.P. Verifier	ROU

8-12-97

RECEIVED
97 AUG 12 PM 12:30
DIVISION OF CORPORATION

CR2E031 (1-89)

FILED
97 AUG 12 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
OF

H.M.F. INVESTMENTS, INC.

I.

The name of the Corporation is H.M.F. INVESTMENTS, INC. (the "Corporation").

II.

Dissolution of the Corporation was authorized on July 9, 1997, by unanimous vote of the directors of the Corporation and by the sole shareholder of the Corporation, which is sufficient for approval of the dissolution.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution this 9th day of July, 1997.

H.M.F. INVESTMENTS, INC.

BY: Charles P. Farrell, Jr.
Charles P. Farrell, Jr.,
President

ATTEST:

BY: Lawrence W. Lockwood
Lawrence W. Lockwood, Secretary

CERTIFICATE OF THE SECRETARY

OF H.M.F. Investments, Inc.

I, the undersigned, hereby state that I am the duly elected Secretary of H.M.F. Investments, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation") and hereby certify:

1. That the following is a true and correct copy of the resolutions adopted by Joint Unanimous Written Consent of the Sole Shareholder and Directors of the Corporation on the 9th day of July, 1997, and entered in the regular Minute Book of the Corporation.

RESOLVED, by the Sole Shareholder and the Directors, that it is in the best interest of the Corporation that it be wound up, liquidated, and voluntarily dissolved in accordance with the provisions of Section 607.1402, Florida Statutes, and either Section 331 or 332 of the Internal Revenue Code of 1986, as amended, whichever is applicable.

FURTHER RESOLVED, that the following Plan of Complete Liquidation and Dissolution is hereby authorized and approved:

The President and Vice President, or either of them, are hereby authorized and instructed to file Articles of Dissolution with the Florida Department of State and to pay the appropriate filing fee to effect such dissolution. Such dissolution shall be effective upon filing of said Articles of Dissolution.

The Corporation shall not carry on or engage in any business activity except that appropriate to wind up and liquidate its business and affairs;

The officers of the Corporation are and each one of them hereby is authorized, acting for, in the name and on behalf of the Corporation, to make, execute, file, acknowledge, certify, issue and deliver any documents, agreements or instruments and to take any other actions deemed appropriate to effect such dissolution, including, but not limited to: (a) collecting the Corporation's assets; (b) disposing of the Corporation's remaining other property that will not be distributed in kind to the shareholder; (c) delivering to each of the Corporation's known claimants, if any, written notice of the dissolution pursuant to Section 607.1406, Florida Statutes; (d) discharging or making provision for discharging the liabilities of the Corporation to the extent of available assets; (e) distributing the Corporation's remaining property, if any, to its shareholder in complete liquidation and

redemption of all outstanding stock in accordance with Internal Revenue Code §331 or §332, whichever is deemed most beneficial to the Sole Shareholder, provided that the final distribution shall be made no later than three (3) years from the end of the current tax year; (f) filing appropriate forms with the Internal Revenue Service, including, but not limited to Form 966; and (g) doing every other act necessary to wind up and liquidate the business and affairs of the Corporation.

The transfer and assignment of any and all interest of the Corporation in any other remaining or discovered assets to the Corporation shall be to the Shareholder.

FURTHER RESOLVED, that any act taken or deed done by any director, officer or agent of the Corporation in accordance with these resolutions is hereby approved, ratified, affirmed and adopted; and that the directors, officers and agents of the Corporation are hereby authorized to take and do such further acts and deeds, and to execute and deliver, for and in the name of the Corporation, such other documents, papers and instruments as are deemed to be necessary, appropriate, advisable or required in order to effectuate the purpose and intent of these resolutions and to consummate the actions contemplated by these resolutions, and the taking of any such acts and deeds, and the execution and delivery of any such documents, papers and instruments is hereby approved, ratified, affirmed and adopted;

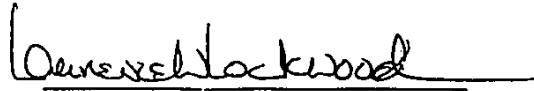
FURTHER RESOLVED, that the Secretary or any Assistant Secretary of the Corporation is authorized to countersign or attest the signature of any other officer under any and all such agreements, documents, papers and instruments and to affix the corporate seal thereto and to attest the same (provided that no countersignature, attestation or seal shall be required to make such document effective, valid, binding or enforceable), and the Secretary or any Assistant Secretary of the Corporation is further authorized and empowered to certify to the passage of the foregoing resolutions;

FURTHER RESOLVED, that this Joint Unanimous Written Consent may be executed in two or more counterparts, each of which is to be deemed an original, but all of which, together, constitute one and the same instrument; and this consent shall be effective upon execution of counterparts by all of the directors and the sole shareholder of the Corporation. The Secretary of the Corporation is hereby instructed to file this consent with the minutes of the proceedings of the Corporation.

2. That the foregoing resolutions are now in full force and effect and have not been revoked; and

3. That the Board of Directors of the Corporation has, and at the time of the adoption of these resolutions had, full power

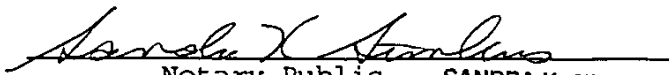
and lawful authority to adopt the resolutions and confer the powers thereby granted to the persons therein named.


Lawrence W. Lockwood
Secretary

STATE OF GEORGIA)
)
COUNTY OF FULTON)

On this 9th day of July, 1997,
in the said County of Fulton, before me, a Notary Public duly
commissioned and qualified in and for the state and county
aforesaid, personally appeared Lawrence W. Lockwood, personally
known to me, and known to me to be the person described in and who
executed the foregoing certificate, and acknowledged to me that he
executed the same; and being by me duly sworn, did depose and said
that he is the Secretary of H.M.F. Investments, Inc.; that, as such
officer, he keeps the corporate minute books and seal of the said
Corporation; and that the foregoing certificate is true to the best
of his own knowledge.

Subscribed and sworn to before
me this 9th day of July, 1997.


Notary Public SANDRA K. SIMKINS
Notary Public, Gwinnett County, Georgia
My Commission Expires February 27, 2000

My commission expires _____

JOINT UNANIMOUS WRITTEN CONSENT
OF THE
SOLE SHAREHOLDER AND BOARD OF DIRECTORS
OF
H.M.F. Investments, Inc.

THE UNDERSIGNED, being the Sole Shareholder and all of the Directors of H.M.F. Investments, Inc., a Florida corporation (the "Corporation"), hereby waive any all required notice, and consent to and adopt the following resolutions and actions taken without a meeting, this instrument to have the same force and effect as if the actions had been taken at timely called special meetings of the Sole Shareholder and the Board of Directors, pursuant to the authority of Sections 607.0704, 607.0821 and 607.1402, Florida Statutes.

RESOLVED, by the Sole Shareholder and the Directors, that it is in the best interest of the Corporation that it be wound up, liquidated, and voluntarily dissolved in accordance with the provisions of Section 607.1402, Florida Statutes, and either Section 331 or 332 of the Internal Revenue Code of 1986, as amended, whichever is applicable.

FURTHER RESOLVED, that the following Plan of Complete Liquidation and Dissolution is hereby authorized and approved:

The President and Vice President, or either of them, are hereby authorized and instructed to file Articles of Dissolution with the Florida Department of State and to pay the appropriate filing fee to effect such dissolution. Such dissolution shall be effective upon filing of said Articles of Dissolution.

The Corporation shall not carry on or engage in any business activity except that appropriate to wind up and liquidate its business and affairs;

The officers of the Corporation are and each one of them hereby is authorized, acting for, in the name and on behalf of the Corporation, to make, execute, file, acknowledge, certify, issue and deliver any documents, agreements or instruments and to take any other actions deemed appropriate to effect such dissolution, including, but not limited to: (a) collecting the Corporation's assets; (b) disposing of the Corporation's remaining other property that will not be distributed in kind to the shareholder; (c) delivering to each of the Corporation's known claimants, if any, written notice of the dissolution pursuant to Section 607.1406, Florida Statutes; (d) discharging or making provision for discharging the liabilities of the Corporation to the extent of available assets; (e) distributing the Corporation's remaining property,

if any, to its shareholder in complete liquidation and redemption of all outstanding stock in accordance with Internal Revenue Code §331 or §332, whichever is deemed most beneficial to the Sole Shareholder, provided that the final distribution shall be made no later than three (3) years from the end of the current tax year; (f) filing appropriate forms with the Internal Revenue Service, including, but not limited to Form 966; and (g) doing every other act necessary to wind up and liquidate the business and affairs of the Corporation.

The transfer and assignment of any and all interest of the Corporation in any other remaining or discovered assets to the Corporation shall be to the Shareholder.

FURTHER RESOLVED, that any act taken or deed done by any director, officer or agent of the Corporation in accordance with these resolutions is hereby approved, ratified, affirmed and adopted; and that the directors, officers and agents of the Corporation are hereby authorized to take and do such further acts and deeds, and to execute and deliver, for and in the name of the Corporation, such other documents, papers and instruments as are deemed to be necessary, appropriate, advisable or required in order to effectuate the purpose and intent of these resolutions and to consummate the actions contemplated by these resolutions, and the taking of any such acts and deeds, and the execution and delivery of any such documents, papers and instruments is hereby approved, ratified, affirmed and adopted;

FURTHER RESOLVED, that the Secretary or any Assistant Secretary of the Corporation is authorized to countersign or attest the signature of any other officer under any and all such agreements, documents, papers and instruments and to affix the corporate seal thereto and to attest the same (provided that no countersignature, attestation or seal shall be required to make such document effective, valid, binding or enforceable), and the Secretary or any Assistant Secretary of the Corporation is further authorized and empowered to certify to the passage of the foregoing resolutions;

FURTHER RESOLVED, that this Joint Unanimous Written Consent may be executed in two or more counterparts, each of which is to be deemed an original, but all of which, together, constitute one and the same instrument; and this consent shall be effective upon execution of counterparts by all of the Directors and the Sole Shareholder of the Corporation. The Secretary of the Corporation is hereby instructed to file this consent with the minutes of the proceedings of the Corporation.

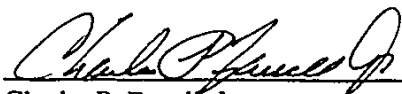
THIS JOINT UNANIMOUS WRITTEN CONSENT, signed and dated by the
Sole Shareholder and all of the Directors of the Corporation on this 9th day of July, 1997.

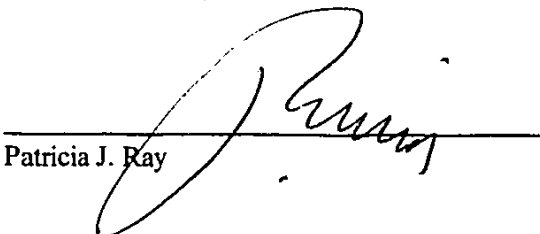
SOLE SHAREHOLDER:

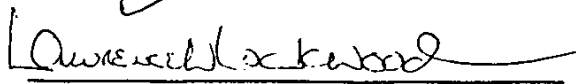
FEDERAL DEPOSIT INSURANCE
CORPORATION, as Receiver for
FLAGLER FEDERAL SAVINGS AND LOAN
ASSOCIATION

By: 
Its: Attorney-In-Fact

DIRECTORS:


Charles P. Farrell, Jr.


Patricia J. Ray


Lawrence W. Lockwood