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FILED
2002 JUN 27 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Holland & Knight LLP
Requester's Name
315 So. Calhoun Street
Address
425-5675
City/State/Zip Phone #

Office Use Only

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

1. Queen Wishman Design Assoc Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

EFFECTIVE DATE
6-30-02

RECEIVED
02 JUN 27 AM 9:29
DEPARTMENT OF STATE
DIVISION OF CORPORATE REGISTRATION
TALLAHASSEE, FLORIDA

- ☐ Walk in ☐ Pick up time _____ ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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

C. Coulliette JUN 27 2002

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

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

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-06/27/02--01020--006
*****8.75 *****8.75

Examiner's Initials

ARTICLES OF DISSOLUTION

OF

Gwen Wishman Design Associates Inc.

The undersigned, being the President of Gwen Wishman Design Associates, Inc., a Florida corporation (the "Corporation"), desiring to dissolve the Corporation in accordance with Sections 607.1402 and 607.1403 of the Florida Business Corporation Act, hereby submits the following:

ARTICLE I

The name of the Corporation is Gwen Wishman Design Associates Inc., and it was formed on March 5, 1982.

ARTICLE II

The dissolution of the Corporation was authorized by Unanimous Written Consent of the Board of Directors of the Corporation dated June 17, 2002.

ARTICLE III

The dissolution was adopted by Written Consent of the Shareholders of the Corporation dated June 17, 2002, which constitutes a sufficient number of votes for approval.

ARTICLE IV

These Articles of Dissolution shall be filed with the Secretary of State of the State of Florida and the Corporation shall be dissolved as of June 30, 2002.

The undersigned President, for the purpose of dissolving Gwen Wishman Design Associates Inc. under the laws of the State of Florida, has executed these Articles of Dissolution as of this 17th day of June, 2002.

By: 

Name: Gwen Wishman

Title: President

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WRITTEN CONSENT IN LIEU OF SPECIAL MEETING
OF THE SOLE SHAREHOLDER AND BOARD OF DIRECTORS OF
GWEN WISHMAN DESIGN ASSOCIATES INC.

The undersigned, constituting the sole shareholder and sole member of the Board of Directors of Gwen Wishman Design Associates Inc., a Florida corporation (the "Corporation"), waives all requirements of notice and consent to the adoption of the following resolutions without a meeting, pursuant to the Bylaws and Sections 607.0704 and 607.0821 of the Florida Business Corporation Act:

DISSOLUTION

WHEREAS, the Board of Directors has determined the best interests of the Corporation and its shareholder would be served by dissolving the Corporation; and

WHEREAS, the sole shareholder of the Corporation desires to authorize and approve the Articles of Dissolution of the Corporation; it is therefore

RESOLVED, that the Articles of Dissolution are hereby approved, authorized and adopted and the proper officers of the Corporation are authorized and directed to (a) liquidate all of the assets of the Corporation and convert such assets to cash, (b) pay and discharge all of the debts, liabilities and obligations of the Corporation, (c) cause all necessary and final tax returns and other required reports to be filed on behalf of the Corporation and pay any taxes or other amounts shown to be due thereon, (d) distribute all amounts remaining after the foregoing to the Shareholder of the Corporation, and (e) cause the Corporation to be dissolved as a corporation under the laws of the State of Florida (the "Dissolution"); and

FURTHER RESOLVED, that the proper officers of the Corporation are authorized and directed to cause to be prepared, to sign and to file with the Department of State of the State of Florida, such certificates, articles and other documents as they may deem necessary or desirable in their sole discretion to effectuate the Dissolution.

IMPLEMENTATION

RESOLVED, that the officers of the Corporation are authorized and directed to take such further actions, execute and file such documents and incur such expenses as they consider to be necessary or appropriate to effectuate the merger and the intent of the foregoing resolutions; and

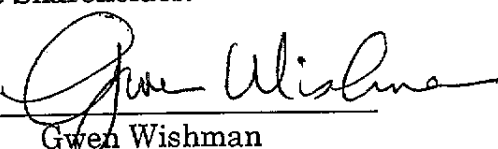
FURTHER RESOLVED, that facsimile signatures to this Consent shall have the same effect as original signatures and that this Consent may be executed in any number of counterparts; and

FURTHER RESOLVED, that the executed copy of this Consent shall be placed with the minutes of the Corporation.

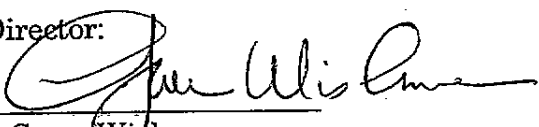
IN WITNESS WHEREOF, the undersigned, constituting the sole shareholder and all of the members of the Board of Directors of the Corporation, have approved, adopted, authorized, confirmed, ratified, and consented to the foregoing resolutions this 17th day of June, 2002.

Sole Shareholder:

By:


Gwen Wishman

Sole Director:


Gwen Wishman

WRITTEN CONSENT IN LIEU OF A
SPECIAL MEETING OF THE SOLE SHAREHOLDER
AND THE BOARD OF DIRECTORS
OF
GWEN WISHMAN DESIGN ASSOCIATES INC.

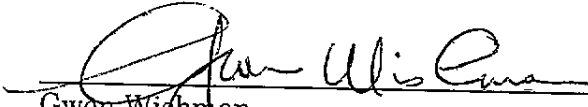
The undersigned, being the sole Shareholder and sole member of the Board of Directors of Gwen Wishman Design Associates Inc., a Florida corporation (hereinafter "Corporation"), hereby adopts this Written Consent in lieu of a Special Meeting of the sole Shareholder and Director, pursuant to §607.0704 and §607.0821 of the Florida Business Corporation Act and hereby waives notice to be given in connection therewith pursuant to §607.0706 and §607.0823 of such Act.

The undersigned sole Shareholder and Director unanimously consent to the adoption of the following resolutions:

RESOLVED, that the Corporation shall liquidate and dissolve pursuant to the following Plan of Liquidation and Dissolution and in accordance with Section 331 of the Internal Revenue Code of 1986 as amended.

- (a) The officers and directors are authorized to proceed promptly to wind up the corporation's affairs.
- (b) The officers and directors are authorized to pay or provide for any remaining liabilities; to establish a reserve in a reasonable amount to meet known liabilities and liquidating expenses and estimated unascertained or contingent liabilities and contingent expenses, if they deem such a reserve to be desirable; and to sell, transfer and/or distribute the assets of the corporation, subject to any remaining liabilities, to the sole shareholder in accordance with the Distribution Schedule attached hereto as Schedule A.
- (c) As soon as practicable, the officers shall take all appropriate and necessary action to dissolve the corporation under Florida law, such dissolution to be effective as of June 30, 2002.
- (d) The foregoing constitutes the Plan of Liquidation and Dissolution of the Corporation within the meaning of Section 331 of the Internal Revenue Code of 1986, as Amended and is adopted on the 17th day of June, 2001.

IN WITNESS WHEREOF, the undersigned has hereunto adopted the foregoing resolutions effective as of the 17th day of June, 2002.


Gwen Wishman
Sole Shareholder and Sole Director