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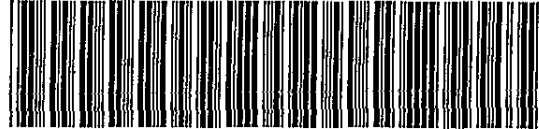
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LAW OFFICES
OF
LAWRENCE E. DOLAN, P. A.
ATTORNEY AT LAW
500 EAST JACKSON STREET
ORLANDO, FLORIDA 32801

LAWRENCE E. DOLAN

January 27, 2004

407-841-7300
FAX 407-841-7304

Florida Department of State
Division of Corporations
The Capitol
Tallahassee, FL 32201

Re: E. L. Thomas Enterprises, Inc.

Gentlemen:

I represent E. L. Thomas Enterprises, Inc.

The corporation has adopted a plan of complete liquidation which has been ratified by the stockholders and directors in minutes adopted on November 21, 2003.

In connection with formalizing the liquidation there is enclosed under cover of this letter the original Articles of Dissolution dated November 21, 2003 executed by the President and Secretary of the corporation whose signatures have been duly acknowledged.

Attached to the Articles as Exhibit A are copies of the stockholders' minutes evidencing their consent to dissolve the corporation. Also enclosed is my trust account check in the amount of \$140.00 representing the filing fee for the Articles of Dissolution of \$35.00 and to obtain two (2) certified copies of the Certificate of Dissolution once it has been issued.

Should you have any questions concerning the liquidation of this corporation including the Articles of Dissolution filed herein please contact the undersigned.

Very truly yours,

LAWRENCE E. DOLAN, P.A.



LAWRENCE E. DOLAN

LED:ln
Enclosures
cc: Mrs. Suzanne T. Maney

ARTICLES OF DISSOLUTION

STATE OF FLORIDA)
COUNTY OF ORANGE) ss:

We, the undersigned President and Secretary of E. L. THOMAS ENTERPRISES, INC., a stock corporation, organized under the laws of the State of Florida do hereby for the purpose of complying with the provisions of 607.1402 and 607.1403, Florida Statutes, in relation to a voluntary dissolution of corporations make and attest this Articles of Dissolution including the resolutions of the Stockholders of E. L. THOMAS ENTERPRISES, INC., adopting the plan of dissolution and certify as follows:

(a) The name of the Corporation is: E. L. THOMAS ENTERPRISES, INC.

(b) The names and addresses of its officers are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Suzanne T. Maney	President	519 Ray Hill Road Horseshoe, NC 28740
Kathleen T. Haas	Secretary	103 Hardee Drive Rockledge, FL 32955
Alexander P. Thomas	Treasurer	115 Indian River Drive, Unit 127 Cocoa, FL 32922

(c) The names and respective addresses of its Directors are as follows:

Suzanne T. Maney	519 Ray Hill Road Horseshoe, NC 28740
Alexander P. Thomas	115 Indian River Drive Unit 127 Cocoa, FL 32922
Michael L. Thomas	P. O. Box 025216 Miami, FL 33102-5216
Edith T. Jensen	23539 Chandelle Drive Chugiak, Alaska 99567
Kathleen T. Haas	103 Hardee Drive Rockledge, FL 32955

(d) All debts, obligations and liabilities of the corporation have been paid or discharged including all currently due property taxes, both tangible and intangible, and all corporate income, sales and use taxes where applicable which have been assessed or are assessable against said corporation, or that adequate provision has been made therefor.

(e) That all remaining property and assets of the corporation have

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been distributed to its stockholders in accordance with their respective rights and interests.

(f) There are no actions pending against the corporation in any court.

(g) The corporation elected to dissolve by written consent of its shareholders. A copy of such written consent to dissolve is attached hereto and designated as Exhibit "A". Such written consent has been signed by the shareholders of the Corporation.

IN WITNESS WHEREOF, we have made and executed this Certificate this 21st day of November, 2003, at Orlando, Florida.

E. L. THOMAS ENTERPRISES, INC.

By: Suzanne T. Maney
President

By: Kathleen T. Haas
Secretary

STATE OF NORTH CAROLINA
COUNTY OF HENDERSON

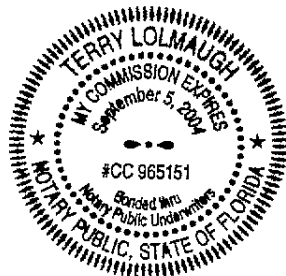
The foregoing instrument was acknowledged before me this 21 day of November, 2003, by SUZANNE T. MANEY, as President of E. L. THOMAS ENTERPRISES, INC., who is [☒] personally known to me or who [☐] produced a Florida Driver's License as identification and who did (did not) take an oath.

Notary Public
sign Candace M. Dullin
print Candace M. Dullin
My Commission Expires May 22, 2006

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 28 day of NOVEMBER, 2003, by KATHLEEN T. HAAS, as Secretary of E. L. THOMAS ENTERPRISES, INC., who is [☐] personally known to me or who [☐] produced a Florida Driver's License as identification and who did (did not) take an oath.

Notary Public
sign Terry Lolmaugh
print TERRY LOLMAUGH



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E. L. THOMAS ENTERPRISES, INC.

ACTION WITHOUT A MEETING
IN LIEU OF
SPECIAL MEETING OF STOCKHOLDERS

This instrument is being signed in lieu of holding a special meeting of the stockholders of the Corporation, the undersigned being the only stockholders, and, accordingly, the only persons who would be entitled to a notice of a special meeting of the stockholders, and they unanimously take the action set forth below in accordance with the provisions of the Florida Statutes. This action without a meeting consists of one (1) signed writing and one (1) attached document.

There is attached and made a part of these minutes a copy of a proposed Plan of Liquidation, which Plan has been approved by the Board of Directors on November 21st, 2003. The stockholders have considered said Plan and they unanimously adopt the following resolution:

RESOLVED that the shareholders of the Corporation hereby adopt the Plan of Liquidation and that the officers of the Corporation are authorized and directed to carry out the Plan as described therein.

DATED: November 21, 2003.

James F. Maney
James F. Maney

Suzanne T. Maney
Suzanne T. Maney

Jacqueline D. Thomas
Jacqueline D. Thomas

Reynolds E. Haas
Reynolds E. Haas

Kathleen T. Haas
Kathleen T. Haas

Alexander P. Thomas
Alexander P. Thomas

Julian Jensen
Julian Jensen

Edith T. Jensen
Edith T. Jensen

Michael L. Thomas
Michael L. Thomas

Betty Ann Thomas
Betty Ann Thomas

PLAN FOR LIQUIDATION AND DISSOLUTION

This plan of complete liquidation and dissolution (the "Plan") is for the purpose of accomplishing the complete and voluntary liquidation and dissolution of E. L. THOMAS ENTERPRISES, INC., a Florida corporation, (the "Company") in accordance with and pursuant to the provisions of Sections 331 et. seq. of the United States Internal Revenue Code, (the "Code") and Section 607.1402 and other applicable sections of the Florida Business Corporation Act, in substantially the following manner:

1. The Board of Directors of the Company (the "Board") shall adopt a resolution to the effect the Plan be submitted to the stockholders of the Company for approval and adoption, in accordance with Section 607.1402, Florida Statutes.

2. If the stockholders so approve and adopt the Plan (the "Adoption")

(a) The Company will proceed to sell and dispose of such of its properties for such consideration upon such terms as the Board shall determine.

(b) At such date or dates as the Board shall determine, the company will cease to carry out any business, except insofar as may be necessary for the proper winding up thereof and will take the necessary steps to complete formal dissolution under the Florida business Corporation Act.

(c) The Company will then proceed to collect its assets and, after paying or adequately providing for the payment of all its obligations, and after selling such assets as it shall determine to be proper, it will distribute the remainder of its assets, either in cash or in kind, in one or more distributions (all this to be determined by the Board without further approval of the stockholders) among its stockholders according to their respective rights and interests (less any

assets retained to meet claims from creditors), and complete cancellation of all outstanding shares of common stock of the Company.

(d) The Board shall be authorized and empowered to take all steps necessary or appropriate to complete the liquidation of the Company as provided for herein, including, without limitation, the power and authority to make arrangements (whether pursuant to a proceeding in a court of appropriate jurisdiction or otherwise) upon such terms and conditions as the Board shall deem appropriate or as shall be approved by the court, as the case may be, for the transfer of certain of the Company's assets to one or more liquidating trustees for the benefit of the holders, provided that the instruments or court proceedings pursuant to which said transfer or transfers shall be accomplished, shall irrevocably divest the Company of all interest in the transferred assets and shall create or effectuate a liquidating trust for purposes of Section 331 et. seq. of the Code.

3. At any time before the filing of the Certificate of Dissolution with the Secretary of State of Florida, pursuant to Section 607.1404, Florida Statutes, if it deems it to be in the best interests of the Company, the Board may abandon the Plan, provided that, notwithstanding said power of the Board, the Plan shall be fully effective from and after the date of the Adoption in the event there shall be no such Board action.

Dated: November 21, 2003.

E. L. THOMAS ENTERPRISES, INC.

By: _____
President