

CAPITAL CONNECTION, INC.

417 E. ... Street, Suite 1 • Tallahassee, Florida 32302
(850) ... 4-8870 • ... 806 ... (850) 222- ...

G31558

Innovative Development Corporation
of Cocoa Beach

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- Art of Inc. File disc
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- ☒ Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record ADR
- UCC 1 or 3 File 8/2/00
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 AUG -2 AM 9:40

RECEIVED

9:14

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION OF
INNOVATIVE DEVELOPMENT CORPORATION OF COCOA BEACH**

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TALLAHASSEE
SECRETARY OF STATE
FLORIDA

I. The name of this Corporation is INNOVATIVE DEVELOPMENT CORPORATION OF COCOA BEACH, which was duly incorporated on April 1, 1983, by the State of Florida.

II. The dissolution of the Corporation was authorized on January 20, 2000, by a Written Consent of the Shareholders of the Corporation.

III. In accordance with *The Florida Business Corporation Act*, the number of votes cast by the Shareholders of the Corporation was sufficient to approve all actions taken on behalf of the Corporation by the officers, Directors and Shareholders to dissolve the Corporation.

IV. The Corporation has elected to dissolve on the majority consent of its Shareholders and as confirmed upon unanimous resolution of the Directors, true copies of the Resolution of Directors, and Written Consent of the Shareholders of the Corporation being duly attached hereto and incorporated by reference herein as Exhibits A, and B respectively.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Dissolution on the 6th day of July, 2000, in Merritt Island Brevard County, State of Florida.

ATTEST:

INNOVATIVE DEVELOPMENT
CORPORATION OF COCOA BEACH

Kim H. Carter
Secretary (Seal)

By: Kim H. Carter
Kim Carter, President

EXHIBIT "A"
WRITTEN CONSENT AND RESOLUTION IN LIEU OF MEETING
OF THE BOARD OF DIRECTORS OF
INNOVATIVE DEVELOPMENT CORPORATION OF COCOA BEACH

Pursuant to *Florida Statutes* Section 607.0821, the undersigned, being the sole member of the Board of Directors of INNOVATIVE DEVELOPMENT CORPORATION OF COCOA BEACH (the "Corporation") in lieu of a meeting, by this writing effective as of the date set forth below, consent to take the following actions, adopt the following resolutions, and transact the following business of the Corporation:

RESOLVED, that the Corporation be liquidated in accordance with the applicable provisions of *The Internal Revenue Code of 1986*, as determined by the accountant for the Corporation; and

FURTHER RESOLVED, that in accordance with a Plan of Liquidation formally executed this date by the President and on behalf of the Corporation, the officers, directors and the accountant for the Corporation be and they hereby are authorized and directed to:

- (1) Liquidate the Corporation in accordance with the applicable provisions of *The Internal Revenue Code of 1986*, as determined by the accountant for the Corporation;
- (2) File Form 966 within thirty (30) days after the date hereof with the District Director of the Internal Revenue Service at Chamblee, Georgia, together with a copy of this Consent;
- (3) Distribute all the assets to the shareholders of record in proportion to their ownership of shares, subject to any unpaid liabilities and reduction and cancellation of all the outstanding stock of the Corporation;
- (4) File Articles of Dissolution with the Secretary of State of Florida;
- (5) File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns as soon as possible after the distribution of the Corporate assets;

- (6) Provide for the payment of any indebtedness owed by the Corporation to any creditors or lienors.

In furtherance of the foregoing, the following resolutions are hereby adopted and approved:

RESOLVED, that officers of the Corporation are authorized to execute, deliver and perform for and on behalf of the Corporation, all such agreements, documents and instruments and take all such action as may be necessary or appropriate to liquidate the Corporation; and further

RESOLVED, that the signing of this Consent shall constitute full ratification of all actions contemplated herein; and further

RESOLVED, that the officers of the Corporation are hereby authorized and directed to do all things, take all actions, and execute, deliver and file all documents and instruments, in the name and on behalf of the Corporation, as may be determined by any such officer to be necessary or convenient in effecting the foregoing resolutions and the transactions contemplated thereby (such determination to be conclusively evidenced by the taking or execution thereof by such officer); and further

RESOLVED, that this action by consent shall be effective as of the date of execution hereof and shall be delivered to the President and/or Secretary of the Corporation for inclusion in the Corporation's minutes or filing with the Corporation's records.

Execution of this certificate by the undersigned, being the sole member of the Board of Directors of the Corporation, pursuant to Section 607.0821, respectively of the *Florida Business Corporation Act*, and the subsequent insertion of this certificate in the minute book of the Corporation, waive any requirement of a formal meeting of the Shareholders and the Board of Directors to conduct the business referred to herein.

Date

July 6, 2000

Kim A. Carter
Kim Carter, as sole director

EXHIBIT "B"

**WRITTEN CONSENT OF THE
SHAREHOLDERS OF
INNOVATIVE DEVELOPMENT CORPORATION OF COCOA BEACH**

The undersigned Shareholders of Innovative Development Corporation of Cocoa Beach, a Florida corporation ("Corporation"), hereby consent to the below described action in lieu of meeting without notice and without a vote in accordance with Sections 607.0704, Florida Statutes.

WHEREAS, since the date of incorporation of the Corporation, certain corporate formalities contemplated by Florida law, the Articles of Incorporation, and By-laws have not been undertaken, including a formal election of a board of directors; and

WHEREAS, Article III of the By-laws of the Corporation provide for a Board of Directors comprised of nine members; and

WHEREAS, in the judgment of the Shareholders of the Corporation, it is deemed advisable and in the best interest and benefit of the Corporation that one director be elected to foster the orderly administration of Corporation affairs; and

WHEREAS, Article XIII provides for the amendment of the By-laws by the affirmative vote of a majority of the Shareholders; and

WHEREAS, it is further deemed advisable and in the best interest and benefit of the Corporation that the assets of the Corporation be liquidated and the Corporation be dissolved no later than December 31, 2000;

WHEREAS, the Shareholders desire to accomplish the foregoing and all matters incident thereto in an efficient manner.

NOW, THEREFORE, IT IS RESOLVED, that Article III, section 1 of the By-laws of the Corporation is hereby deleted and the following inserted in lieu thereof:

The business of the corporation shall be managed and its corporate powers exercised by a board of one director, who shall be of legal age and who need not be a shareholder of the corporation.

RESOLVED, FURTHER, in order to lawfully transact business by and on behalf of the Corporation, the Shareholders hereby appoint Kim Carter as President and sole member of the Board of Directors, and that she be empowered with all authority customarily associated with said offices, and that all acts undertaken by her thus far be ratified in their entirety; and

RESOLVED, FURTHER, that Board of Directors is hereby authorized and directed to distribute the assets of the Corporation to the Shareholders according to their percentage interest in outstanding common stock issued in the Corporation and as last shown on the books of the Corporation, including the proceeds of the sale of Unit #5 currently on deposit in the Dreyfuss Money Market account; and

RESOLVED, FURTHER, that the Corporation retain from all distributions to Shareholders any amounts shown to be due and owing by reason of prior Shareholder contributions required but not made and equitable re-distribute said amounts pro-rata, including by way of illustration and not limitation, contributions required of Shareholder John Neilson but not advanced by him; and

RESOLVED, FURTHER, that the Corporation retain, in the discretion of the Board of Directors, such funds as are necessary to discharge periodic, recurring, and anticipated obligations of the Corporation, including but not limited to professional fees, operating expenses, and taxes, but specifically excluding income tax obligations of the Shareholders on account of the subchapter S status of the Corporation; and

Execution of this Consent by the undersigned, and the subsequent insertion of same in the minute book of the Corporation, (1) hereby waives any requirement of a formal meeting, and notice thereof, of the Shareholders to conduct the business referred to herein; (2) signifies our approval, ratification and confirmation of all of the foregoing resolutions; (3) certifies that the foregoing resolutions and their adoptions by the undersigned are in conformity with the provisions of the Articles of Incorporation and Bylaws of this Corporation and are fully within the authority of the undersigned; (4) certifies that no further corporate action, including no other resolution or consent is necessary for the efficacy of these resolutions and (5) certifies that the names, titles and official signatures of the shareholders of this Corporation are as set forth below.

IN WITNESS WHEREOF, the Shareholders have caused this Consent to be executed as of the last date set forth below.

Kim H. Carter

Kim Carter, Shareholder

Date: 12/19/99

Ralph Carter, Shareholder

Date: _____

Eleanor Miller, Shareholder

Date: _____

Execution of this Consent by the undersigned, and the subsequent insertion of same in the minute book of the Corporation, (1) hereby waives any requirement of a formal meeting, and notice thereof, of the Shareholders to conduct the business referred to herein; (2) signifies our approval, ratification and confirmation of all of the foregoing resolutions; (3) certifies that the foregoing resolutions and their adoptions by the undersigned are in conformity with the provisions of the Articles of Incorporation and Bylaws of this Corporation and are fully within the authority of the undersigned; (4) certifies that no further corporate action, including no other resolution or consent is necessary for the efficacy of these resolutions and (5) certifies that the names, titles and official signatures of the shareholders of this Corporation are as set forth below.

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Kim Carter, Shareholder

Date: _____

Ralph Carter
Ralph Carter, Shareholder

Date: 12-19-99

Eleanor Miller, Shareholder

Date: _____

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IN WITNESS WHEREOF, the Shareholders have caused this Consent to be executed as of the last date set forth below.

Kim Carter, Shareholder

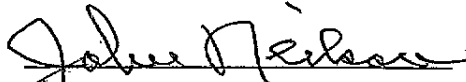
Date: _____

Ralph Carter, Shareholder

Date: _____

Eleanor J. Miller
Eleanor Miller, Shareholder

Date: 1/13/2000


John Neilson, Shareholder

Date: 1-19-2000

Theda Cohen, Shareholder

Date: _____

Nettie Gruber, Shareholder

Date: _____

George Couch, Shareholder

Date: _____

Mary Grelle, Shareholder

Date: _____

Dorothy Harrison, Shareholder

Date: _____

John Neilson, Shareholder

Date: _____

Theda Cohen, Shareholder

Date: _____

Nettie J. Gruber

Nettie Gruber, Shareholder

Date: 01-20-00

George Couch, Shareholder

Date: _____

Mary Grelle, Shareholder

Date: _____

Dorothy Harrison, Shareholder

Date: _____

John Neilson, Shareholder

Date: _____

Handwritten note:
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Theda Cohen, Shareholder

Date: _____

Nettie Gruber, Shareholder

Date: _____

Handwritten notes:
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Signature: George R. Couch

George Couch, Shareholder

Date: _____

Handwritten date: 7 JAN 2000

Mary Grelle, Shareholder

Date: _____

Dorothy Harrison, Shareholder

Date: _____

John Neilson, Shareholder

Date: _____

Theda Cohen, Shareholder

Date: _____

Nettie Gruber, Shareholder

Date: _____

George Couch, Shareholder

Date: _____

Mary Grelle

Mary Grelle, Shareholder

Date: 1/1/2000

Dorothy Harrison, Shareholder

Date: _____

John Neilson, Shareholder

Date: _____

Theda Cohen, Shareholder

Date: _____

Nettie Gruber, Shareholder

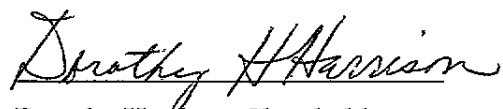
Date: _____

George Couch, Shareholder

Date: _____

Mary Grelle, Shareholder

Date: _____



Dorothy Harrison, Shareholder

Date: 1-15-00