

H14459

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(Business Entity Name)

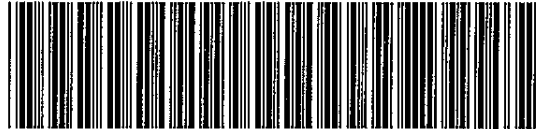
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SECRETARY OF STATE  
TALLAHASSEE, FL

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Robert C. Nettleton

Attorney at Law

(863) 422-6484

Fax (863) 421-9618

30 North Sixth Street  
Post Office Box 277  
Haines City, Florida 33845-0277

March 4, 2004

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Congdon Family, Inc.  
Document Number H14459

Dear Sir:

The following documents are submitted for filing:

1. Joint Action by Written Consent of Stockholders and Board of Directors of Congdon Family, Inc.
2. Resolution of Stockholders of Congdon Family, Inc.
3. Certification of Resolution to Liquidate Congdon Family, Inc.
4. Articles of Dissolution.

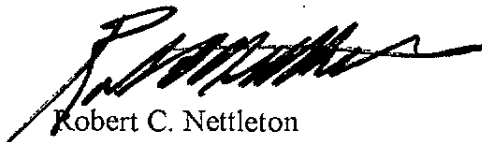
Also enclosed is my Trust Account Check in the amount of \$43.75 made payable to Florida Department of State, representing the following:

Articles of Dissolution:

|                               |          |
|-------------------------------|----------|
| Filing Fee                    | \$ 35.00 |
| Certified copy of Dissolution | 8.75     |

Please return the certified copy of Dissolution to my office.

Very truly yours,



Robert C. Nettleton

RCN/sc

Enclosures

cc: Elton Congdon

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04 MAR -8 PM 12:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLES OF DISSOLUTION

Pursuant to Section 607.1403, Florida Statutes, this Florida profit corporation submits the following Articles of Dissolution:

**FIRST:** The name of the corporation is **CONGDON FAMILY, INC.**

**SECOND:** The date dissolution was authorized: March 3, 2004.

**THIRD:** Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Signed this 3<sup>rd</sup> day of March, 2004.

**CONGDON FAMILY, INC.**

BY: Elton Congdon  
Elton Congdon, President

**JOINT ACTION BY WRITTEN CONSENT  
OF THE STOCKHOLDERS AND BOARD OF DIRECTORS OF  
CONGDON FAMILY, INC.**

The undersigned, constituting the majority of the owners of the issued and outstanding capital stock of the corporation, and all members of the Board of Directors of **CONGDON FAMILY, INC.** a corporation organized and existing under the laws of the State of Florida, do hereby take the following actions by unanimous written consent, pursuant to the provisions of Sections 607.0704 and 607.0821, Florida Statutes:

**RESOLVED**, that the following plan of liquidation in compliance with Section 331 of the Internal Revenue Code of 1986, as amended, be and hereby is adopted:

**FIRST**, that in the judgment of the stockholders and Board members of the corporation, it is deemed advisable and in the best interest of the corporation and its stockholders that the corporation should be liquidated; that a plan of complete liquidation consistent with the provisions of Section 331 of the Internal Revenue Code of 1986, as amended, be formulated to effect such liquidation in accordance with the terms hereinafter set forth in this resolution; provided, however, that notwithstanding anything else herein contained to the contrary, the appropriate officers of the corporation are authorized and hereby directed to set aside such cash money as they in good faith shall deem advisable and reasonable to pay any unascertained or contingent liabilities and expenses of the corporation.

**SECOND**, that the proper officers of the corporation be and are hereby authorized to distribute, transfer, deed and/or assign to the corporation's shareholders in return for all of the issued and outstanding capital stock of the corporation all of the properties of the corporation which in their

Joint Action by Written Consent of the  
Stockholders and Board of Directors of  
Congdon Family, Inc.  
Page 2

judgment should be liquidated in order to facilitate the complete liquidation of the corporation.

**THIRD**, that the actions provided for providing for the complete liquidation of the corporation and the distribution of its assets, be commenced as soon as practicable, but in no event shall such liquidation take place later than April 1, 2004.

**FOURTH**, that the appropriate officers of the corporation shall take action to formally dissolve the corporation pursuant to the applicable provisions of the laws of the State of Florida.

**IN WITNESS WHEREOF**, we have executed this Joint Action by Written Consent this  
3rd day of March, 2004.

Directors

Marguerite C Congdon  
Marguerite Congdon  
119 South 17<sup>th</sup> Street  
Haines City, FL 33844

Elton Congdon  
Elton Congdon  
54 Lake Drive, E  
Haines City, FL 33844

Charles A Congdon  
Charles Congdon  
3492 Johnson Avenue  
Haines City, FL 33844

Lillian Barber  
Lillian Barber  
400 Peninsular Court  
Haines City, FL 33844

Stockholder

Marguerite C Congdon  
Marguerite Congdon  
119 South 17<sup>th</sup> Street  
Haines City, FL 33844

Elton Congdon  
Elton Congdon  
54 Lake Drive, E  
Haines City, FL 33844

Charles A Congdon  
Charles Congdon  
3492 Johnson Avenue  
Haines City, FL 33844

Lillian Barber  
Lillian Barber  
400 Peninsular Court  
Haines City, FL 33844

**RESOLUTION OF THE STOCKHOLDERS OF  
CONGDON FAMILY, INC.**

**RESOLVED**, that the following plan of liquidation in compliance with Section 331 of the Internal Revenue Code of 1986 as amended, be and hereby is adopted:

**FIRST**, that in the judgment of the stockholders of the corporation, it is deemed advisable and in the best interest of the corporation and its stockholders that the corporation should be liquidated; that a plan of complete liquidation consistent with the provisions of Section 331 of the Internal Revenue Code of 1986 as amended, be formulated to effect such liquidation in accordance with the terms hereinafter set forth in this resolution; provided, however, that notwithstanding anything else herein contained to the contrary, the appropriate officers of the corporation are authorized and hereby directed to set aside such cash money as they in good faith shall deem advisable and reasonable to pay any unascertained or contingent liabilities and expenses of the corporation.

**SECOND**, that the proper officers of the corporation be and are hereby authorized to distribute, transfer, deed and/or assign to the corporation's shareholders in return for all of the issued and outstanding capital stock of the corporation all of the properties of the corporation which in their judgment should be liquidated in order to facilitate the complete liquidation of the corporation.

**THIRD**, that the actions provided for herein above, providing for the complete liquidation of the corporation and the distribution of its assets, be commenced as soon as practicable, but in no event shall such liquidation take place later than April 1, 2004.

**Resolution of the Shareholders  
of Congdon Family, Inc.  
Page 2**

**FOURTH:** that the appropriate officers of the corporation shall take action to formally dissolve the corporation pursuant to the applicable provisions of the laws of the State of Florida.

**IN WITNESS WHEREOF,** we have executed this Joint Action by Written Consent this

3rd day of March, 2004.

Directors:

Marguerite C. Congdon  
Marguerite Congdon  
119 South 17<sup>th</sup> Street  
Haines City, FL 33844

Elton Congdon  
Elton Congdon  
54 Lake Drive, E  
Haines City, FL 33844

Charles A. Congdon  
Charles Congdon  
3492 Johnson Avenue  
Haines City, FL 33844

Lillian Barber  
Lillian Barber  
400 Peninsular Court  
Haines City, FL 33844

Shareholders:

Marguerite C. Congdon  
Marguerite Congdon  
119 South 17<sup>th</sup> Street  
Haines City, FL 33844

Elton Congdon  
Elton Congdon  
54 Lake Drive, E  
Haines City, FL 33844

Charles A. Congdon  
Charles Congdon  
3492 Johnson Avenue  
Haines City, FL 33844

Lillian Barber  
Lillian Barber  
400 Peninsular Court  
Haines City, FL 33844

**CERTIFICATION OF RESOLUTION TO LIQUIDATE  
CONGDON FAMILY, INC.**

I, the undersigned, President of **CONGDON FAMILY, INC.**, do hereby certify that the resolutions attached hereto are true and correct copies of those resolutions adopted by the Board of Directors and Stockholders by unanimous written consent the 3rd day of March, 2004.

Dated this 3rd day of March, 2004.

**CONGDON FAMILY, INC.**

BY: Elton Congdon  
Elton Congdon, President