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WALTER M. TOVKACH

ATTORNEY AT LAW

5011 NORTHWEST EIGHTH AVENUE  
GAINESVILLE, FLORIDA 32605

TELEPHONE  
(352) 371-4656

CERTIFIED TAX ATTORNEY  
FLORIDA BAR BOARD OF  
CERTIFICATION

ALSO ADMITTED IN  
OHIO & NORTH CAROLINA

Post Office Box 15295  
Gainesville, Florida 326

TELECOPIER  
(352) 371-0599

December 28, 2000

Secretary of State  
Division of Corporations  
Bureau of Corporate Records  
Tallahassee, Florida 32304

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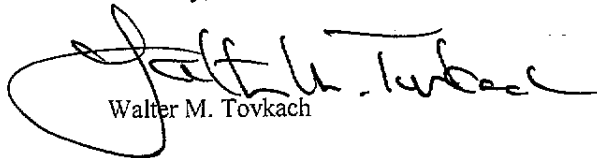
Re: Dissolution of KLOEPPPEL LAND COMPANY, INC.

Ladies and Gentlemen:

Enclosed please find the original and one (1) copy of the Articles of Dissolution of KLOEPPPEL LAND COMPANY, INC. and Agreement and Plan of Liquidation between the Shareholders and KLOEPPPEL LAND COMPANY, INC., which sets forth the written consent of the Shareholders. The documents are filed in compliance with Florida Statute Section 607.1402, along with a check for \$43.75 (\$35.00 filing fee and \$8.75 for certified copy).

Please make the effective date December 31, 2000. After the original has been filed, please certify the copy and return it to me.

Sincerely,

  
Walter M. Tovkach

WMT:kat

Enclosures

FILED  
01 JAN -3 AM 8:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION  
OF  
KLOEPPEL LAND COMPANY, INC.

Pursuant to the provisions of Sections 607.1401, 607.1402 and 607.1403 of the Florida General Corporation Act, the undersigned of the corporation hereinafter named, adopted the following Articles of Dissolution.

1. The date of issuance of KLOEPPEL LAND COMPANY, INC. Certificate of Incorporation was September 24, 1985.

2. The names and addresses of its officers are:

NAME

ADDRESS

William E. Kloeppe

4321 N.W. 16<sup>th</sup> Place  
Gainesville, Florida 32605

Charles J. Kloeppe

P.O. Box 774  
Lacombe, Louisiana 70445

3. The names and addresses of its directors are:

NAME

ADDRESS

William E. Kloeppe

4321 N.W. 16<sup>th</sup> Place  
Gainesville, Florida 32605

Charles J. Kloeppe

P.O. Box 774  
Lacombe, Louisiana 70445

4. All debts, obligations and liabilities of the corporation have been paid or discharged or provided for in the assumption of liabilities agreement entered into by the shareholders.

5. All remaining property and assets have been distributed to the shareholders in accordance with the liquidation and dissolution plan and agreement.

6. A statement of intent to dissolve is hereby attached along with adoption of such resolution by the shareholders of KLOEPPEL LAND COMPANY, INC..

DATED: December 18, 2000.

KLOEPPEL LAND COMPANY, INC.

By: William E. Kloeppe  
WILLIAM E. KLOEPPEL, President

By: Charles J. Kloeppe  
CHARLES J. KLOEPPEL, Secretary

FILED  
01 JAN -3 AM 8:35  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 12 day of DECEMBER, 2000  
by WILLIAM E. KLOEPPPEL, as President of KLOEPPPEL LAND COMPANY, INC..

Jeri Santaniello

Notary Public, State at Large

Print Name:

My Commission Expires:

My Commission Number is:



Personally Known ✓

Produced Identification ✓

Type of Identification DLA K414-925-25-369

STATE OF LOUISIANA

COUNTY OF ST TAMMANY

PARISH

The foregoing instrument was acknowledged before me this 19<sup>TH</sup> day of NOVEMBER, 2000  
by CHARLES J. KLOEPPPEL, as Secretary of KLOEPPPEL LAND COMPANY, INC..

Randall A. Fish

Notary Public, State at Large

Print Name: RANDALL A. FISH

My Commission Expires: SPON DEATH

My Commission Number is: N/A

Personally Known ✓

Produced Identification       

Type of Identification

**AGREEMENT AND PLAN OF LIQUIDATION BETWEEN  
THE SHAREHOLDERS AND  
KLOEPEL LAND COMPANY, INC.**

AGREEMENT AND PLAN OF LIQUIDATION made this 18<sup>th</sup> day of December, 2000, between the Shareholders and KLOEPEL LAND COMPANY, INC., a Florida corporation (hereinafter called the "Corporation").

WHEREAS, one hundred (100%) percent of the Shareholders owning all of the issued and outstanding capital common stock of the Corporation wish to approve, authorize and consent to the voluntary dissolution of the Corporation in accordance with the General Corporation Act of the State of Florida and Section 336 of the Internal Revenue Code;

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. The Shareholders approve, authorize and consent to the voluntary dissolution of the Corporation, such dissolution to be effected as promptly as possible and in no event later than December 31, 2000, and in accordance with the plan of liquidation set forth in this Agreement.
2. The Shareholders hereby authorize the officers of the Corporation to sell or otherwise liquidate any or all of the tangible assets of the Corporation, which in their judgment should be sold or liquidated to facilitate the liquidation of the Corporation.
3. The Shareholders hereby authorize the officers of the Corporation to file a Certificate of Dissolution signed by the Stockholders of the Corporation with the Secretary of State of the State of Florida and all proper federal forms with the Internal Revenue Service.
4. The Shareholders hereby resolve that after providing for all the proper debts of the Corporation, the remaining assets of the Corporation, including cash, if any, be distributed to the stockholders of the Corporation.
5. The Shareholders hereby authorize the officers to commence such liquidation immediately, and that its subsequent dissolution of all its assets be completed as soon as practicable, but in no event later than December 31, 2000.

6. The Shareholders hereby authorize the proper officers to pay all such fees and taxes and to do or cause to be done such further acts and things as they may deem necessary or proper in order to carry out the liquidation and dissolution of the Corporation and fully to effectuate the purposes of the foregoing resolutions.

IN WITNESS WHEREOF, the parties hereby have caused this Agreement and Plan of Liquidation to be executed by their respective duly authorized officers as of the day and year first above written.

ATTEST:

KLOEPPPEL LAND COMPANY, INC.

By: Charles J. Kloppel  
CHARLES J. KLOEPPPEL  
Secretary

By: William E. Kloppel  
WILLIAM E. KLOEPPPEL  
President

Charles J. Kloppel  
CHARLES J. KLOEPPPEL  
Shareholder

William E. Kloppel  
WILLIAM E. KLOEPPPEL  
Shareholder

Louise S. Kloppel  
LOUISE S. KLOEPPPEL  
Shareholder

Paulette P. Kloppel  
PAULETTE P. KLOEPPPEL  
Shareholder

William L. Kloppel  
WILLIAM L. KLOEPPPEL  
Shareholder

Robert C. Kloppel  
ROBERT C. KLOEPPPEL  
Shareholder

Susan P. Sisler  
SUSAN P. SISLER  
Shareholder

Dana E. Kloppel  
DANA E. KLOEPPPEL  
Shareholder