

K21059

Requester's Name

Address

**THE INTERLACHEN COMPANY**

Post Office Box 1916  
Winter Park, FL 32790-1916

600003672586--3  
-02/09/01--01067--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

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

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

FILED  
01 FEB -9 PM 12:52  
SECRETARY OF STATE  
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

Dis  
2-13-01  
DMS

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

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

Examiner's Initials

01 FEB -9 PM 12:52

## ARTICLES OF DISSOLUTION

**The Interlachen Company**

The name of the corporation is: The Interlachen Company.

Articles of Incorporation of the corporation were filed April 15, 1988.

The names and respective addresses of its officers are:

The names and respective addresses of its directors are:

All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.

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

**ARTICLE VIII**

A copy of the joint resolution of the board of directors and shareholders to dissolve the corporation is attached. This resolution was adopted on December 31, 2000, and the number of votes cast for dissolution was sufficient for approval.

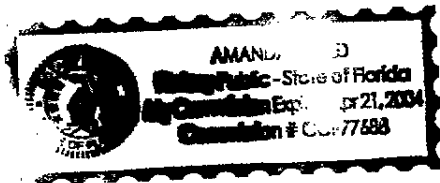
Dated 1-31-01



C. Baxter Bode, President

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of January, 2001 <sup>AM</sup> by C. Baxter Bode, President and Secretary of The Interlachen Company, a Florida corporation, on behalf of the corporation.



Amanda P. Reed  
Notary Public  
My Commission Expires: 4/21/04

**CERTIFIED**

The undersigned states that he is the Secretary of The Interlachen Company, Inc. and that the attached are copies of minutes of Special Meetings of the shareholders and Directors of such Corporation held on December 31, 2000; and that the resolutions are in full force and effect.

A handwritten signature in black ink, appearing to be 'C. Bode', is written over a horizontal line.

C. Baxter Bode, Secretary

**MINUTES OF A SPECIAL MEETING OF  
THE STOCKHOLDERS OF  
The Interlachen Company**

Winter Park, Florida

The Stockholders of the above Corporation held a meeting at the offices of The Interlachen Company, Inc. located at 250 Park Avenue, Suite 625, Winter Park, Florida, on December 31, 2000 at 11:30 a.m., pursuant to the foregoing Waiver of Notice:

The following Stockholder was present:  
C. Baxter Bode

Absent:  
None

C. Baxter Bode acted as Chairman and Secretary of the meeting for the purposes of recording the minutes of same.

The Secretary presented a Waiver of Notice of the Meeting, signed by all of the Stockholders of the Corporation. Upon motion duly made, seconded and unanimously carried, it was;

RESOLVED, that such Waiver of Notice be filed in the Minute Book with the minutes of this meeting.

The Chairman stated that this meeting was called to consider approval of a plan of liquidation and sale of the Corporation's assets. Discussion followed. Then, upon motion duly made and seconded, the following resolutions were adopted.

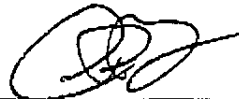
RESOLVED, that the Stockholders of the Corporation hereby unanimously consent and approve the liquidation of the Corporation pursuant to Internal Revenue Code Section 331, all in accordance with the terms and provisions of the plan of liquidation adopted by the Board of Directors of the Corporation at a special meeting, a copy of which was presented to this meeting, and which plan of liquidation is in all respects adopted and approved,

RESOLVED, that the proper officers of the Corporation be, and they hereby are authorized and directed to do or cause to be done all such acts and things as they may deem necessary and proper in order to effect the liquidation of the Corporation in accordance with the plan of liquidation adopted to be the Board of Directors of the Corporation at a Special meeting held on December 31, 2000, at 11:00 a.m.

Special Meeting  
Stockholders  
Page 2

There being no further business, the meeting was adjourned.

Approved



C. Baxter Bode

Secretary of the Meeting

**MINUTES OF A SPECIAL MEETING OF  
THE BOARD OF DIRECTORS OF  
The Interlachen Company**

Winter Park, Florida

The Board of Directors of the above Corporation held a special meeting at the offices The Interlachen Company, Inc. located at 250 Park Avenue, Suite 625, Winter Park, Florida, on December 31, 2000 at 11:00 a.m., pursuant to the foregoing Waiver of Notice:

The following Director was present:  
C. Baxter Bode

Absent:  
None

C. Baxter Bode acted as Chairman and Secretary of the meeting for the purposes of recording the minutes of same.

The Secretary presented a Waiver of Notice of the Meeting, signed by all of the Directors of the Corporation. Upon motion duly made, seconded and unanimously carried, it was;

RESOLVED, that such Waiver of Notice be filed in the in the Minute Book with the minutes of this meeting.

The Chairman stated that this meeting was called to consider the liquidation of the Corporation. Discussion followed. Then, upon motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED, that in the judgment of the Board of Directors of the Corporation, it is deemed advisable and for the benefit of the Corporation that it should be liquidated. Such liquidation will be pursuant to section 331 of the Internal Revenue Code.

RESOLVED, that, subject to approval of the Stockholders of the Corporation and effective with the date of such approval, a plan of liquidation be, and it hereby is, formulated to effect such liquidation in accordance with the following resolutions;

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized to sell or otherwise liquidate any and all of the properties of the Corporation which in their judgment should be sold or liquidated to facilitate the liquidation of the Corporation;

Special Meeting  
Board of Directors  
Page 2

RESOLVED, that, after providing for all proper debts of the Corporation, the remaining assets of the Corporation be distributed to the Stockholders of the Corporation;

RESOLVED, that the actions provided for in the foregoing resolutions providing for the complete liquidation and the distribution of its assets be commenced as soon as practicable and that such assets be distributed and the corporate affairs be wound up by December 31, 2000. The officers shall not make any such distributions to the Shareholders until the Directors shall meet to determine that the creditors have been provided for and that the affairs of the Corporation have been finalized. Notwithstanding the above, final liquidation and distribution shall occur no later than December 31, 2000.

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to pay all such fees and taxes and to do or cause to be done such other acts and things as they may deem necessary or proper in order to carry out the liquidation of the Corporation and to fully effectuate the purposes of the foregoing resolutions.

RESOLVED, that a special meeting of the Stockholders be called to consider the above resolutions on December 31, 2000, at 11:30 a.m.

There being no further business, the meeting was adjourned.

Approved: \_\_\_\_\_

C. Baxter Bode

Secretary of the Meeting.