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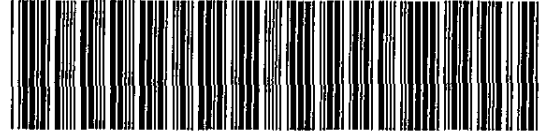
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January 21, 2003

Florida Secretary of State
Post Office Box 1500
Tallahassee, FL 32302-1500

Re: IH New Tampa Homes Corp.

Ladies and Gentlemen:

Enclosed for filing with the Florida Secretary of State are the Articles of Dissolution for the above-referenced corporation, together with our check in the amount of \$35.00 for the state fees.

Sincerely,


Amy W. Recchio

Enclosures

**ARTICLES OF DISSOLUTION OF
IH TAMPA HOMES CORP.**

Pursuant to the provisions of Section 607.1403, Florida Statutes, **IH TAMPA HOMES CORP.**, a Florida corporation, adopts the following Articles of Dissolution for the purpose of dissolving:

- FIRST:** The name of the corporation is **IH TAMPA HOMES CORP.**
- SECOND:** Dissolution was authorized by written consent of the Board of Directors of IH Tampa Homes Corp. on the 30th day of December, 2002, and by written consent of the shareholders of IH Tampa Homes Corp. on the 30th day of December, 2002.
- THIRD:** Dissolution was approved by the written consent of the shareholders of IH Tampa Homes Corp. The number of votes cast for dissolution was sufficient for approval. No voting by classes is required, and the foregoing is sufficient for approval of dissolution.
- FOURTH:** The effective date and time of these Articles of Dissolution shall be the date and time filed with the Florida Secretary of State in accordance with Florida Statutes Chapter 607.

Signed this 15th day of January, 2003.

IH TAMPA HOMES CORP.

By: _____

Jack D. Suarez
President

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TALLAHASSEE, FLORIDA

EXHIBIT A

**IH TAMPA HOMES CORP.
PLAN OF COMPLETE LIQUIDATION**

December 30, 2002

1. **IH TAMPA HOMES CORP.**, a corporation organized by and under the laws of the State of Florida (the "Corporation"), shall proceed to a complete liquidation according to the procedure set forth in this Plan of Complete Liquidation (this "Plan").
2. This Plan was approved by the Board of Directors on December 30, 2002.
3. The shareholders of the Corporation (the "Shareholders") shall consider a resolution ratifying the action of the Board of Directors after having examined this Plan and the proposed terms and conditions for the sale of all the Corporation's assets. The affirmative vote of holders of record, and entitled to vote, of at least a majority of all such outstanding shares, shall be necessary to pass the resolution.
4. Notice of the adoption of this Plan shall be given to the Director of Internal Revenue, in the appropriate office, within 30 days after approval by the Shareholders, in accordance with Section 6043 of the Internal Revenue Code, upon Form 966, as prescribed therein.
5. Upon the approval of this Plan by the Shareholders, the Corporation will thereupon do no further business unless it is necessary to wind up its affairs. The Corporation shall sell such assets, publicly or by private sale, as the officers deem necessary and advantageous, to pay or provide for its debts and liabilities and shall pay the same. The officers of the Corporation may use existing assets of the Corporation to pay its liabilities based upon an independent appraisal of the value of the assets obtained on the Corporation's behalf if such assets are acceptable to creditors of the Corporation.
6. The Board of Directors shall declare and issue distributions of the Corporation's assets to the Shareholders, as soon as practicable after the filing of Articles of Dissolution, so long as they have paid or provided for the payment of all of the debts and liabilities of the Corporation. It is intended that distributions made to the Shareholders pursuant to this Plan shall qualify as distributions in complete liquidation of the Corporation within the meaning of Section 331 of the Internal Revenue Code of 1986, as amended.
7. The officers of the Corporation, as authorized by the Board of Directors and by law, shall perform such acts as are necessary to carry out the details of this Plan, and shall execute, acknowledge and deliver all deeds, bills of sale, assignments and any other documents necessary to transfer the Corporation's assets and to carry out this Plan as hereinbefore set forth.