

L11000143108

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

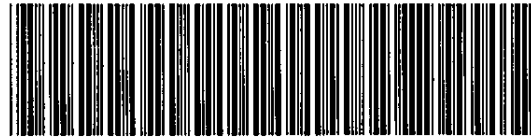
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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Office Use Only



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12/27/13--01030--013 \*\*55.00

FILED  
14 JAN -2 PM 3:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** One Smooth Stone, LLC  
(Name of Limited Liability Company)

The enclosed Articles of Dissolution and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

MAX W. Hooper  
(Name of Person)  
One Smooth Stone, LLC  
(Firm/Company)  
#10609 Wittenberg Way  
(Address)  
ORLANDO, FL 32832  
(City/State and Zip Code)

For further information concerning this matter, please call:

MAX W. Hooper at ( 501 ) 650-2800  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$25.00 Filing Fee and Certificate of Dissolution

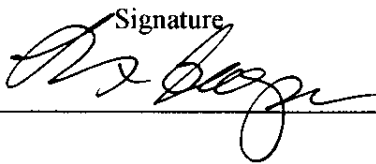
\$55.00 Filing Fee, Certificate of Dissolution &  
Certified Copy (additional copy is enclosed)

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET/COURIER ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**ARTICLES OF DISSOLUTION  
FOR  
A LIMITED LIABILITY COMPANY**

1. The name of a limited liability company is ONE Smooth Stone, LLC
2. The Articles of Organization were filed on DEC 21, 2011 and assigned document number L11000143108
3. The delayed effective date the dissolution if not effective on the date of filing: 12/31/2013
4. A description of occurrence that resulted in the limited liability company's dissolution pursuant to section 605.0707, Florida Statutes, (copy 605.0707 on back cover letter).  
\* attached forms
5. If there are no members, enter the name and address of the person appointed to wind up the company's activities and affairs:  
MAX W. Hooper  
ONE Smooth Stone, LLC  
# 10609 W. HENRY WAY  
ORLANDO, FL 32832
6. Signature of an authorized person or if there are no members, the signature of the person appointed and listed above to wind up the company's activities and affairs:

Signature  


Printed Name

Max W. Hooper

**FILING FEE: \$25.00**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
14 JAN -2 PM 3:29  
2011

# One Smooth Stone , LLC

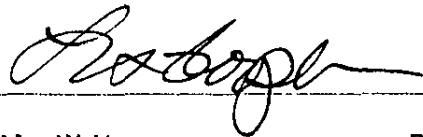
10609 WITTENBERG WAY , ORLANDO, FLORIDA 32832  
TEL 501.650.2800

MaxHooper1@mac.com

To Whom It May Concern :

One Smooth Stone , LLC will terminate as a company as of 12/31/2013. This notice is prepared and sent to you so that you can reflect this change in your records.

Please contact me with any questions .

 12/6/2013

Max W. Hooper

Date

Managing Member

**ARTICLES OF DISSOLUTION**

**OF**

**ONE SMOOTH STONE, LLC**

THESE ARTICLES OF DISSOLUTION (these "*Articles*") of One Smooth Stone, LLC, a Florida limited liability company (the "*Company*"), are submitted this 24 day of December, 2013, in accordance with §608.445 of the Florida Limited Liability Company Act (the "*LLC Act*").

1. The name of the Company dissolved pursuant to these Articles is:

**"ONE SMOOTH STONE, LLC"**

2. The Articles of Organization were filed on August 12, 2009 under Document Number L11000143108.

3. The effective date of the dissolution contemplated by these Articles is December 31, 2013.

4. A description of the occurrence that resulted in the Company's dissolution pursuant to §608.441 of the LLC Act was:

The occurrence specified in §608.441(1)(c) of the LLC Act – the written consent of all of the members of the Company to dissolve the Company and wind up its affairs.

5. All debts, obligations, and liabilities of the Company have been paid or discharged pursuant to §608.4421 of the LLC Act, or adequate provision has been made therefore pursuant to §608.4421 of the LLC Act.

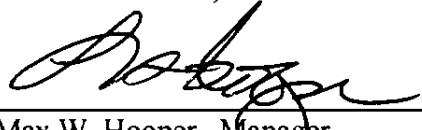
6. In settling accounts after dissolution of the Company, the assets of the Company shall be distributed in the order contemplated by §608.444 of the LLC Act.

7. There are no suits pending against the Company in any court.

IN WITNESS WHEREOF, the Company has submitted these Articles of Dissolution effective as of the date set forth above.

ONE SMOOTH STONE, LLC

By:

  
\_\_\_\_\_  
Max W. Hooper, Manager

---

ONE SMOOTH STONE, LLC  
A FLORIDA LIMITED LIABILITY COMPANY

UNANIMOUS WRITTEN CONSENT OF MEMBERS  
IN LIEU OF SPECIAL MEETING

DECEMBER 24, 2013

---

The undersigned entities, constituting all of the members (the "*Members*") of ONE SMOOTH STONE, LLC, a Florida limited liability company (the "*Company*"), hereby adopt the following written resolutions in lieu of a special meeting of the Members in accordance with Florida Statutes:

Explanatory Statements:

The Members desire to approve the Agreement and Plan of Liquidation ("*Agreement and Plan of Liquidation*"), a copy of which is attached hereto as Exhibit "A" and incorporated herein by reference.

NOW, THEREFORE, BE IT HEREBY:

RESOLVED, that the Members hereby approve the Agreement and Plan of Liquidation.

RESOLVED, that the Company is hereby authorized to enter into and consummate the Agreement and Plan of Liquidation.

RESOLVED, that Max W. Hooper be, and hereby is, authorized, empowered and directed to cause the Company to enter into and consummate the Agreement and Plan of Liquidation, and to enter into such other documents, instruments, certificates and agreements contemplated thereby or in connection therewith, and to take all further actions and execute all further documents necessary or appropriate to carry out the intent of these resolutions.

RESOLVED, that any and all actions heretofore taken by the Company in connection with the dissolution of the Company and/or the Agreement and Plan of Liquidation are hereby approved, ratified and confirmed in all respects.

\*\*\*\*\*

*[signatures appear on the following page]*

\*\*\*\*\*

IN WITNESS WHEREOF, the Members of the Company have executed this Unanimous Written Consent of Members in Lieu of Special Meeting as of the 24 day of December, 2013.

**MEMBERS:**

Steven S. Stiger

By: 

Printed Name: Steven S. Stiger

Title: Manager

HOOPER HOLDINGS, INC.

By: 

Printed Name: Max W. Hooper

Title: President

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ONE SMOOTH STONE, LLC  
A FLORIDA LIMITED LIABILITY COMPANY

**UNANIMOUS WRITTEN CONSENT OF MEMBERS  
IN LIEU OF MEETING**

DECEMBER 24, 2013

---

*Exhibit "A"*

*[A copy of the Agreement and Plan of Liquidation of ONE SMOOTH STONS, LLC  
appears on the following pages]*



## AGREEMENT AND PLAN OF LIQUIDATION

THIS AGREEMENT AND PLAN OF LIQUIDATION (this "*Agreement*") is made and entered into this 24 day of December, 2013, between and among ONE SMOOTH STONE, LLC, a Florida limited liability company (the "*Company*"), and the Company's members, Steven S. Stiger ("*SS*") and HOOPER HOLDINGS, INC., a Arkansas corporation ("*Hooper*") (collectively, the "*Member [Hooper]*")

### Explanatory Statements:

A. The Company was formed by the Members pursuant to the filing of Articles of Organization on December 21, 2011 with the Department of State of the State of Florida.

B. The Members are the sole members and managers of, and own all of the limited liability company interests in, the Company.

C. The Company is currently governed by that certain Operating Agreement of the Company dated December 21, 2011 (the "*Operating Agreement*").

D. The Members have determined that it is in the best interest of the Company and the Members to liquidate and dissolve the Company.

E. The Members now desire to approve, authorize and consent to the voluntary dissolution of the Company in accordance with the Florida Limited Liability Company Act, §608.401, *et seq.* (the "*LLC Act*") and this Agreement.

NOW, THEREFORE, the Members and the Company agree as follows:

1. The Members approve, authorize, and consent to the voluntary dissolution of the Company, such dissolution to be effected as promptly as reasonably practicable and in accordance with the plan of liquidation set forth in this Agreement.

2. Max W. Hooper, in his capacity as member or manager of the Company, is hereby authorized to file, or cause to be filed, Articles of Dissolution of the Company with the Department of State of the State of Florida in accordance with §608.455 of the LLC Act and to wind up the affairs of the Company. Attached hereto as *Exhibit A* are the Articles of Dissolution of the Company, which are hereby approved by the Members.

3. The Members, in their capacity as members and managers of the Company, hereby resolve that the assets of the Company shall be distributed in the manner contemplated by §608.444 of the LLC Act. The Company does not presently have any liabilities to creditors or liabilities for distributions to members or former members of the Company; consequently, all of the assets of the Company shall be distributed to the Members in complete liquidation of the Company and the Members shall withdraw from the Company as members and resign as managers effective as of such distribution.

4. The Company is hereby authorized to take any and all actions deemed necessary to effectuate the intent of the foregoing resolutions and Max W. Hooper is hereby authorized to execute any and all documents on behalf of the Company, in his capacity as member or manager of the Company, in connection therewith.

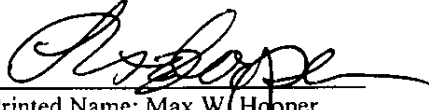
5. Effective as of the receipt of the distributions contemplated by Paragraph 4 of this Agreement, each of the Members, on behalf of himself and his affiliates, related companies and entities, predecessors, successors and assigns (collectively, the "*Releasers*"), hereby releases, acquits,

relinquishes, and forever discharges the other of the Members and its current and former stockholders, parents, subsidiaries, affiliates, related companies and entities, predecessors, successors, officers, directors, insurers, agents, partners, employees, attorneys, administrators, and assigns thereof and all other persons, firms or corporations in affiliation therewith who are or might be liable in any way, from any and all claims, actions, causes of action, suits, demands, rights, damages, costs and attorneys fees, expenses and compensation whatsoever in law or equity which the Releasors ever had, now has or which may hereafter accrue for, upon or by reason of any matter, cause or thing whatsoever, from the beginning of the world to the date hereof on account of or in any way relating to the formation, organization, management, or operation of the Company.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Liquidation to be duly executed as of the day and year first above written.

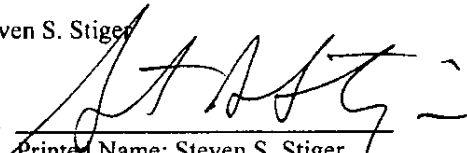
**COMPANY:**

ONE SMOOTH STONE, LLC


By:   
Printed Name: Max W Hooper  
Title: Manager

**MEMBERS:**

Steven S. Stiger

By:   
Printed Name: Steven S. Stiger  
Title: Manager

HOOPER HOLDINGS, INC

By:   
Printed Name: Max W Hooper  
Title: President

**Exhibit A**

**Articles of Dissolution**

*[The Articles of Dissolution appear on the following page.]*

**Electronic Articles of Organization  
For  
Florida Limited Liability Company**

L11000143108  
FILED 8:00 AM  
December 21, 2011  
Sec. Of State  
jbryan

**Article I**

The name of the Limited Liability Company is:

ONE SMOOTH STONE, LLC

**Article II**

The street address of the principal office of the Limited Liability Company is:

10609 WITTENBERG WAY  
ORLANDO, FL. US 32832

The mailing address of the Limited Liability Company is:

10609 WITTENBERG WAY  
ORLANDO, FL. US 32832

**Article III**

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

**Article IV**

The name and Florida street address of the registered agent is:

UNITED STATES CORPORATION AGENTS, INC.  
13302 WINDING OAK COURT  
SUITE A  
TAMPA, FL. 33612

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent Signature: MATT PFLEGING, US CORP. AGENTS

## Article V

The name and address of managing members/managers are:

Title: MGR  
MAX HOOPER  
10609 WITTENBERG WAY  
ORLANDO, FL. 32832 US

Title: MGR  
STEVEN STIGER  
10609 WITTENBERG WAY  
ORLANDO, FL. 32832 US

L11000143108  
FILED 8:00 AM  
December 21, 2011  
Sec. Of State  
jbryan

Signature of member or an authorized representative of a member

Electronic Signature: MATT PFLEGING, LEGALZOOM.COM, INC.

I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the LLC and every year thereafter to maintain "active" status.

**2013 FLORIDA LIMITED LIABILITY COMPANY ANNUAL REPORT**

DOCUMENT# L11000143108

**FILED**  
**Mar 26, 2013**  
**Secretary of State**

**Entity Name:** ONE SMOOTH STONE, LLC

**Current Principal Place of Business:**

10609 WITTENBERG WAY  
ORLANDO, FL 32832

**Current Mailing Address:**

10609 WITTENBERG WAY  
ORLANDO, FL 32832 US

**FEI Number:** 45-4105303

**Certificate of Status Desired:** No

**Name and Address of Current Registered Agent:**

UNITED STATES CORPORATION AGENTS, INC.  
13302 WINDING OAK COURT  
SUITE A  
TAMPA, FL 33612 US

*The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.*

SIGNATURE:

\_\_\_\_\_  
Electronic Signature of Registered Agent

\_\_\_\_\_  
Date

**Manager/Member Detail Detail :**

Title	MGR	Title	MGR
Name	HOOPER, MAX	Name	STIGER, STEVEN
Address	10609 WITTENBERG WAY	Address	10609 WITTENBERG WAY
City-State-Zip:	ORLANDO FL 32832	City-State-Zip:	ORLANDO FL 32832

*I hereby certify that the information indicated on this report or supplemental report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears above, or on an attachment with all other like empowered.*

SIGNATURE: STEVEN STIGER

MGR

03/26/2013

\_\_\_\_\_  
Electronic Signature of Signing Manager/Member Detail

\_\_\_\_\_  
Date

**FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS****Detail by Entity Name****Florida Limited Liability Company**

ONE SMOOTH STONE, LLC

**Filing Information**

Document Number	L11000143108
FEI/EIN Number	454105303
Date Filed	12/21/2011
State	FL
Status	ACTIVE

**Principal Address**10609 WITTENBERG WAY  
ORLANDO, FL 32832**Mailing Address**10609 WITTENBERG WAY  
ORLANDO, FL 32832**Registered Agent Name & Address**UNITED STATES CORPORATION AGENTS, INC.  
13302 WINDING OAK COURT  
SUITE A  
TAMPA, FL 33612**Manager/Member Detail****Name & Address**

Title MGR

HOOPER, MAX  
10609 WITTENBERG WAY  
ORLANDO, FL 32832

Title MGR

STIGER, STEVEN  
10609 WITTENBERG WAY  
ORLANDO, FL 32832**Annual Reports**

<b>Report Year</b>	<b>Filed Date</b>
2012	04/05/2012
2013	03/26/2013

**Document Images**[03/26/2013 -- ANNUAL REPORT](#)[View image in PDF format](#)[04/05/2012 -- ANNUAL REPORT](#)[View image in PDF format](#)[12/21/2011 -- Florida Limited Liability](#)[View image in PDF format](#)