



L 58360

ACCOUNT NO. : 072100000032

REFERENCE : 589928 5011226

AUTHORIZATION :

COST LIMIT : \$ 87.50

FILED
97 NOV -5 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 5, 1997

ORDER TIME : 9:39 AM

ORDER NO. : 589928-005

CUSTOMER NO: 5011226

CUSTOMER: Barbara Buchanan, Legal Asst
Gray Harris & Robinson
S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

EFFECTIVE DATE
12-31-97

DOMESTIC FILINGS

200002338542--8

NAME: F. MACLEOD INDUSTRIES, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

UDIS
CRB
MS

RECEIVED
97 NOV -5 AM 10:46
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION OF
F. MACLEOD INDUSTRIES, INC.
A Florida Corporation

FILED
97 NOV -5 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE

12-31-97

ARTICLE I. NAME

The name of this Corporation is F. MACLEOD INDUSTRIES, INC.

ARTICLE II. DATE DISSOLUTION WAS AUTHORIZED

The dissolution of this Corporation was authorized on November 3, 1997, to be effective December 31, 1997.

ARTICLE III. SHAREHOLDER APPROVAL

Dissolution was approved by the Personal Representative of the Estate of Fred L. MacLeod, the deceased sole shareholder of this Corporation and therefore the number cast for approval was unanimous and thereby sufficient within the meaning of Section 607.1403(1)(c), Florida Statutes.

ARTICLE IV. JOINT WRITTEN ACTION

A copy of the Written Action of the Personal Representative of the Estate of Fred L. MacLeod, as the sole shareholder of this Corporation, approving the Plan of Complete Liquidation and Dissolution of this Corporation is attached hereto.

F. MACLEOD INDUSTRIES, INC.

By: Geraldine J. MacLeod
Geraldine J. MacLeod, Personal
Representative of the Estate of Fred L.
MacLeod, Sole Shareholder

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 3rd day of November, 1997, by Geraldine J. MacLeod, as Personal Representative of the Estate of Fred L. MacLeod, deceased sole shareholder of the corporation, on behalf of the corporation.

Barbara S. Buchanan
Signature of Notary Public

BARBARA S. BUCHANAN
(Print Notary Name)

My Commission Expires: _____

Commission No.: _____

AFFIX NOTARY STAMP

☒ Personally known, or

☐ Produced Identification

Type of Identification Produced: _____

WRITTEN ACTION OF
THE SOLE SHAREHOLDER OF
F. MACLEOD INDUSTRIES, INC.

The undersigned, Presonal Representative of the Estate of Fred L. MacLeod, the sole shareholder of all of the outstanding stock of F. MACLEOD INDUSTRIES, INC., a Florida corporation (hereinafter referred to as the "Corporation"), hereby takes the following written action in lieu of holding a meeting regarding same, all pursuant to the terms of Sections 607.0821 and 607.0704, Florida Statutes:

WHEREAS, the sole shareholder of the Corporation, Fred L. MacLeod, died on August 10, 1997;

WHEREAS, the Estate of Fred L. MacLeod has determined that it is in the best interest of the Corporation that the Corporation be dissolved and liquidated.

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended; and be it

FURTHER RESOLVED, that the Corporation be completely dissolved in accordance with the provisions of Sections 607.1402 and 607.1403, Florida Statutes.

FURTHER RESOLVED, that Geraldine J. MacLeod, as the Personal Representative of the Estate of Fred L. MacLeod is hereby authorized and directed to see that the following steps are undertaken in accordance with the following Plan of Complete Liquidation and Dissolution:

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

1. F. MACLEOD INDUSTRIES, INC., a Florida corporation (hereinafter referred to as the "Corporation"), has issued and outstanding one Hundred (100) shares of common stock having a par value of \$1.00 per share. The Corporation will cease to carry on its business, except insofar as may be necessary to wind up its affairs within the meaning of Section 607.1405, Florida Statutes, and will liquidate and distribute all of its assets in complete liquidation, within the meaning of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended, less any assets retained to meet claims, beginning on December 31, 1997, the effective date of the complete liquidation and dissolution of the Corporation.

2. The Personal Representative of the Estate of Fred L. MacLeod, is authorized to proceed as far as possible to collect all sums due the Corporation and to settle any claims against the Corporation and pay all liabilities.

3. The Personal Representative of the Estate of Fred L. MacLeod is authorized to distribute all the assets of the Corporation in cash or in kind in one distribution or a series of distributions in complete liquidation in full payment in exchange for the stock of its sole shareholder, retaining such assets as are necessary to meet claims or liabilities of the Corporation.

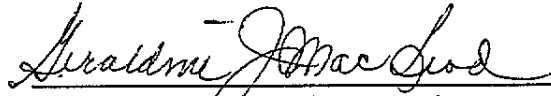
4. Within thirty (30) days after this Plan of Complete Liquidation and Dissolution is adopted, counsel for the Corporation shall file Form 966 with the District Director of Internal Revenue, Atlanta, Georgia, together with a certified copy of this resolution.

5. The Personal Representative of the Estate of Fred L. MacLeod is authorized to file all other forms and documents required by the State of Florida and the Federal

Government, including tax returns, as soon as possible after distribution of the assets of the Corporation.

6. The Personal Representative of the Estate of Fred L. MacLeod is authorized, empowered and directed to do any and all other things on behalf the Corporation which she may deem necessary or advisable in order to carry out the purposes and intentions of this Plan of Complete Liquidation and Dissolution. The Personal Representative of the Estate of Fred L. MacLeod shall be held harmless by the Corporation for any action under this Plan of Complete Liquidation and Dissolution taken in good faith, and any expense or liability so incurred by her in connection therewith shall be that of the Corporation.

The undersigned hereby approves and adopts the foregoing written action this 3rd day of November, 1997.


Geraldine J. MacLeod, Personal
Representative of the Estate of Fred L.
MacLeod
Sole Shareholder

ASSIGNMENT

In complete satisfaction of the rights of the Estate of Fred L. MacLeod (hereinafter referred to as the "Shareholder"), who owns one hundred (100) shares of the issued and outstanding shares of stock of F. MACLEOD INDUSTRIES, INC. (hereinafter referred to as the "Corporation") and in exchange for the cancellation of the shares owned by the Shareholder, the undersigned, on behalf of the Corporation, hereby sells, assigns, transfers and conveys all of the Corporation's right, title and interest in and to all of its property both real and personal, tangible and intangible whether known or unknown, including collectible accounts receivable to the Estate of Fred L. MacLeod, effective December 31, 1997.

Date: November 3, 1997.

F. MACLEOD INDUSTRIES, INC.

By: Geraldine J. MacLeod
Geraldine J. MacLeod, Personal
Representative of the Estate of Fred L.
MacLeod, Sole Shareholder

ASSIGNMENT ACCEPTED BY:

Geraldine J. MacLeod
Geraldine J. MacLeod, Personal Representative of the
Estate of Fred L. MacLeod, Sole Shareholder