

L86980

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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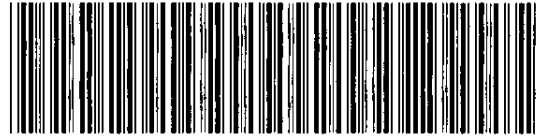
(Business Entity Name)

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09 OCT 22 PM 1:03
DEPARTMENT OF STATE
DIVISION OF EIGHT OPERATIONS
TALLAHASSEE, FLORIDA

FILED
2009 OCT 22 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/22/09

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SB Consolidated, Inc.,

DOCUMENT NUMBER: L26980

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Chris Flager, CPA

(Name of Contact Person)

(Firm/Company)

2075 Centre Pointe Blvd

(Address)

Tallahassee, FL 32308

(City/State and Zip Code)

For further information concerning this matter, please call:

Chris Flager, CPA

(Name of Contact Person)

at (850) 878-6189

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed) |
|--|--|---|--|

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED

ARTICLES OF DISSOLUTION OF SB CONSOLIDATED, INC.

2009 OCT 22 PM 1:12

To: Department of State
Tallahassee, Florida

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SB Consolidated, Inc., a Florida corporation, executes the following articles of dissolution pursuant to §607.1403 of the Florida Business Corporation Act:

1. The name of the corporation is SB Consolidated, Inc.
2. The shareholders of the company approved the dissolution of the company on October 22, 2009.
3. The number of votes cast by the shareholders of the company for dissolution was sufficient for approval of that action.
4. There are no actions pending against the corporation in any court.

IN WITNESS WHEREOF these articles of dissolution have been executed on behalf of the corporation this 22nd day of October, 2009.

Executed in the Presence of:

[Signature]
Witness

[Signature]
Witness

[Signature]
Christopher Flager, President

Attest
[Signature]
Christopher Flager, Secretary

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 22nd day of October 2009, by Christopher Flager as President of SB Consolidated, Inc., a Florida corporation, on behalf of the corporation.

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 22nd day of October, 2009, by Christopher Flager as Secretary of SB Consolidated, Inc., a Florida corporation, on behalf of the corporation.

[Signature]
NOTARY PUBLIC
NANCEY BOATWRIGHT
MY COMMISSION # DD 742904
EXPIRES: January 19, 2012
Bonded Thru Notary Public Underwriters

[Signature]
NOTARY PUBLIC
NANCEY BOATWRIGHT
MY COMMISSION # DD 742904
EXPIRES: January 19, 2012
Bonded Thru Notary Public Underwriters

**STATEMENT OF AND WRITTEN CONSENT TO ACTION
TAKEN BY SHAREHOLDERS OF SB CONSOLIDATED, INC.**

Pursuant to Sections 607.0704 and 607.1402(6), Florida Statutes, the undersigned being all of the shareholders of S B Consolidated, Inc., a Florida corporation, (The "Corporation") hereby consent to and take the following actions by written consent in lieu of a meeting of the shareholders who exercise all powers of the corporation as provided in Article VI of the corporate charter, Document No. L86980:

The following resolution of the shareholders is adopted:

**RESOLUTION OF THE
STOCKHOLDERS OF SB CONSOLIDATED, INC.**

WHEREAS, Douglas K. Wainright, the sole owner of all outstanding stock of SB Consolidated, Inc., and the principal operator of the business, died on August 6, 2006; and

WHEREAS, under §3.3 of the Last Will & Testament of Douglas K. Wainright dated May 2, 2006, which was admitted to probate by Order of the Jefferson County Circuit Court dated August 15, 2006, directs that S B Consolidated, Inc., be dissolved and its assets distributed as more particularly provided therein; and

WHEREAS, the shareholders of the Corporation have determined that it is in the best interest of S B Consolidated, Inc., and its shareholders that the corporation be liquidated and dissolved, it is

RESOLVED, that the following plan of liquidation and dissolution is adopted to assemble and marshal the assets of the Corporation, pay or make adequate provisions for the creditors and debtors of the Corporation, and apportion the remaining assets among the shareholders according to their respective interest:

1. The Corporation shall be liquidated pursuant to Section 331 of the Internal Revenue Code and Section 607.1402, Florida Statutes.

2. All liabilities and obligations of the Corporation have been paid or discharged, or adequate provisions will be made therefor, except a mortgage in favor of Farm Credit, which will be conveyed to the Wainright-Birdwood Trust, which the Trust will assume and pay.

3. The officers of the Corporation are authorized to sell or otherwise liquidate all the properties and assets of the Corporation that they deem necessary or advantageous to facilitate the liquidation of the Corporation.

4. The officers of the Corporation are authorized to do any and all things necessary or convenient to carry these resolutions into effect, including but not limited to:

- a. Executing any and all instruments of conveyance;

b. • Paying all taxes and fees;

c. Executing all documents required by law to be filed with the Secretary of State, the Internal Revenue Service, or any other governmental agency; and

d. Doing all other things necessary or convenient to effect the dissolution of the Corporation.

5. After the provision for, or the payment of the known debts and liabilities of the Corporation, the officers are authorized and directed to distribute and convey the remaining cash or other assets of the Corporation to the persons as provided in paragraph 3.3 of the Will of Douglas K. Wainright, deceased.

IN WITNESS WHEREOF, the undersigned, constituting all of the shareholders of the Corporation, has executed this written consent to action at Tallahassee, Florida, this 22nd day of October, 2009.

NUMBER OF SHARES HELD:

500 SHARES

Christopher Flager CPA
Christopher Flager as Personal
Representative of the Estate of
Douglas K. Wainright, Deceased

Date 10/22/09

Christopher Flager CPA
Christopher Flager, President and Stockholder
Attest:

Christopher Flager CPA
Christopher Flager, Secretary

Date 10/22/09