

JAN. 4, 2013 1:48PM

HOLBROOK AKEL COLD STIEFEL & RAY

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Account Number : I20020000128  
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**DISSOLUTION OR WITHDRAWAL  
CRAIG C. MITCHELL, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION  
OF  
CRAIG C. MITCHELL, INC.

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The undersigned President of CRAIG C. MITCHELL, INC., a corporation formed under the laws of the State of Florida, hereby files Articles of Dissolution pursuant to Florida Statutes 607.267 and certifies as follows:

1. The name of the corporation is CRAIG C. MITCHELL, INC.

2. The names and addresses of the officers of said corporation are as follows:

Craig C. Mitchell  
3650 Woodstork Court  
Ft. Myers, Florida 33908

- President,  
Secretary and  
Treasurer

3. The name and address of the director of said corporation are as follows:

Craig C. Mitchell  
3650 Woodstork Court  
Ft. Myers, Florida 33908

4. All debts, obligations and liabilities of the corporation have been paid, discharged or adequate provision has been made therefor.

5. All the remaining property and assets of the corporation have been distributed to its shareholders in accordance with their rights and interests and no other property

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remains for distribution to the shareholders after applying the assets to the payment of the liabilities and obligations of the corporation.

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

7. The resolution to dissolve and liquidate was adopted by the sole director and sole stockholder of the corporation on December 27, 2012. A certified copy of said resolution is attached hereto.

8. The effective date of the dissolution shall be December 31, 2012.

IN WITNESS WHEREOF, I have made and subscribed these Articles the 27<sup>th</sup> day of December, 2012.

  
CRAIG C. MITCHELL, President

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CERTIFIED COPY OF RESOLUTION  
OF  
CRAIG C. MITCHELL, INC.

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I hereby certify that the following resolutions were unanimously adopted at a Special Joint Meeting of the Stockholders and Directors held on the 27<sup>th</sup> day of December, 2012.

BY THE DIRECTOR:

RESOLVED, that the Board of Directors believes it to be in the best interest of the corporation and its shareholders that the corporation be liquidated;

RESOLVED, that the following plan of complete liquidation and dissolution pursuant to Sections 331 and 346 of the 1986 Internal Revenue Code and the Florida General Corporation Act, be and the same is hereby adopted:

I. Within thirty (30) days after the date of this action, the accountant for the corporation shall file Form 966 with the District Director of Internal Revenue, Ogden, UT, attaching thereto a copy of this resolution, indicating that the shareholder has adopted a plan of liquidation.

II. That the corporation, by its duly authorized officers, shall proceed to collect any and all accounts receivable and settle any claims against it as an incident to this plan of liquidation.

III. That the corporation, by its duly authorized officers, distribute all of its assets to the shareholders in liquidation and redemption of their stock, and that the distribution of assets to shareholders may be in a series of distributions.

IV. That after approval of this plan of liquidation and dissolution by the majority

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of the shareholders, the officers and director be and they are hereby empowered, authorized and directed to proceed in accordance with the resolution hereby adopted by the shareholders and director, said officers and director being authorized to adopt any subsequent resolution to effectuate the intent of the shareholders and director to liquidate the corporation in accordance with the plan of liquidation adopted.

BY THE SHAREHOLDER:

RESOLVED, that the foregoing plan of liquidation and dissolution recommended by unanimous resolution of the Board of Directors of the corporation is hereby approved, authorized and adopted by a majority of the shareholders, and the officers and directors of the corporation are hereby authorized to proceed in accordance with the recommended plan of liquidation and dissolution, said officers and director being authorized to adopt any subsequent resolutions to effectuate the intent of the shareholders and director to liquidate and dissolve the corporation in accordance with the plan of liquidation adopted, including but not limited to the determination of the terms and conditions of the distribution of the assets of the corporation. The number of votes cast for dissolution was sufficient for approval.

Dated: December 27, 2012

  
CRAIG C. MITCHELL, President

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