

# N23652

## HARRISON, SALE, McCLOY, THOMPSON & HARRISON

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

March 27, 1998

### FEDERAL EXPRESS

Ms. Thelma Lewis  
Amendment Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee FL 32399

Re: Panama City Beach Convention and Visitors Bureau, Inc.

Dear Ms. Lewis:

Thanks for your courtesy over the telephone. We spoke Wednesday, March 18, 1998, about my client needing to dissolve its current corporation and immediately re-incorporate a new one by the same name with the same directors.

Enclosed are two complete, separate packages. First, Articles of Dissolution and a check in the amount of \$35 for the required fee. You will note the existing corporation consents to the new company using the name and assigns the name and the logo over to the new incorporators for use by the new company. I can assure you that the old corporation will not be reinstated.

Second, Articles of Incorporation, Acceptance of Designation as a Registered Agent and check in the amount of \$122.50 for the filing fee are enclosed as a second package. Once the old corporation is dissolved, if you could walk the new corporation down the hall we surely would appreciate it.

Incidentally, from both the old and the new articles you will see that the directors of this corporation are, ex-officio, the members of the Bay County Tourist Development Council which is a public agency whose council members are appointed by the Board of County Commissioners of Bay County to administer the Tourist Development Tax (bed tax). I serve as legal counsel to the Tourist Development Council in both the old and the new corporation.

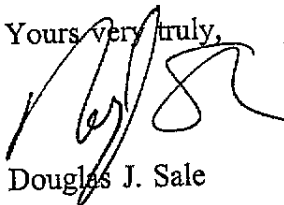
FILED  
98 MAR 30 AM 9:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

22 MAR 30 1998  
*Proposed*

Thelma Lewis  
Re: Panama City Beach  
Convention and Visitors Bureau, Inc.  
March 27, 1998  
Page 2

As usual, time is of the essence. If you have any questions or anything seems amiss, please do not hesitate to telephone me collect. If I am not available, just ask for Susan. Thank you again.

Yours very truly,

A handwritten signature in black ink, appearing to read 'D. Sale', with a stylized flourish at the end.

Douglas J. Sale

DJS:sm

cc: Dan Stark )w/o enc.  
Allan Bense )

TDC 4.16

ARTICLES OF DISSOLUTION

of

PANAMA CITY BEACH CONVENTION AND VISITORS BUREAU, INC.  
(A corporation Not-For-Profit)

FILED  
98 MAR 30 AM 9:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being all the directors and the sole member of Panama City Beach Convention and Visitors Bureau, Inc. (the "Corporation"), hereby resolve and state:

1. That the Corporation has no assets or outstanding affairs.
2. That the Corporation and the sole member consent to the name "Panama City Beach Convention and Visitors Bureau" being adopted as the name of a new Florida, not-for-profit corporation to be formed by Allan Bense of Lynn Haven, Florida, Danny Sparks of Callaway, Florida, and Philip Griffiths of Panama City Beach, Florida.
3. That, in consideration of reliance upon these presents, the Corporation hereby assigns and sets over unto the forgoing persons as incorporators, in trust nevertheless for the benefit of the corporation to be formed, all right, title and interest of the Corporation in the name Panama City Beach Convention and Visitors Bureau, or similar words, and any mark or logo used or associated therewith.
4. That dissolution of the Corporation was duly authorized by the directors and the sole member adopting this resolution and articles on January 27, 1998.
5. That the Corporation is hereby dissolved.

IN WITNESS WHEREOF, we do make and file these Articles of Dissolution hereby declaring that the facts herein are true, and accordingly set our hands and seals at Panama City Beach, Florida on the date indicated below.

BAY COUNTY TOURIST DEVELOPMENT COUNCIL

By: Allan Bense  
Allan Bense, Chairman  
Chairman

3/24/98  
Date

Allan Bense 3/24/98  
ALLAN BENSE Date  
DIRECTOR

Reggie Lancaster 3/24/98  
REGGIE LANCASTER Date  
DIRECTOR

Jack Maikranz 3/24/98  
JACK MAIKRANZ Date  
DIRECTOR

Theo Patronis 03-24-98  
THEO PATRONIS Date  
DIRECTOR

Marc Nolen 3/24/98  
MARC NOLEN Date  
DIRECTOR

Philip Griffiths 3-18-98  
PHILIP GRIFFITHS Date  
DIRECTOR

Raymond Powell 3/19/98  
RAYMOND POWELL Date  
DIRECTOR

Steve Stevens 3-24-98  
STEVE STEVENS Date  
DIRECTOR



Hoyt W. Cook, Jr. 3/24/98  
HOYT W. COOK, JR. Date  
DIRECTOR

STATE OF FLORIDA  
COUNTY OF BAY

BEFORE ME personally appeared Allan Bense as Chairman of the Bay County Tourist Development Council and individually, who did not take an oath, and who is personally known to me and who executed the foregoing Articles of Dissolution, and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last named above this  
24 day of March, 1998.


Gale E. Wright  
Notary Public  
Notary Public - State of Florida  
My Commission Expires:  
Nov. 11, 1998

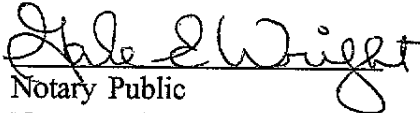
GALE E. WRIGHT  
Notary Public - State of Florida  
My Commission Expires Nov. 11, 1998  
Commission No. CC 419691  
  
GALE E. WRIGHT  
Notary Public - State of Florida  
My Commission Expires Nov. 11, 1998  
Commission No. CC 419691  


STATE OF FLORIDA  
COUNTY OF BAY

BEFORE ME personally appeared Steve Stevens, who did not take an oath, and who is personally known to me and who executed the foregoing Articles of Dissolution, and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last named above this  
24 day of March, 1998.


 GALE E. WRIGHT  
Notary Public - State of Florida  
My Commission Expires Nov. 11, 1998  
Commission No. CC 419691

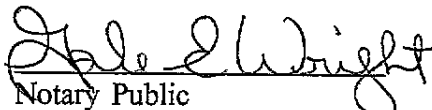
  
Notary Public  
Notary Public - State of Florida  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF BAY

BEFORE ME personally appeared Hoyt W. Cook, Jr., who did not take an oath, and who is personally known to me and who executed the foregoing Articles of Dissolution, and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last named above this  
24 day of March, 1998.


 GALE E. WRIGHT  
Notary Public - State of Florida  
My Commission Expires Nov. 11, 1998  
Commission No. CC 419691

  
Notary Public  
Notary Public - State of Florida  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF BAY

BEFORE ME personally appeared Marc Nolen, who did not take an oath, and who is personally known to me and who executed the foregoing Articles of Dissolution, and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last named above this  
24 day of March, 1998.


 GALE E. WRIGHT  
Notary Public - State of Florida  
My Commission Expires Nov. 11, 1998  
Commission No. CC 419691

Gale E. Wright  
Notary Public  
Notary Public - State of Florida  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF BAY

BEFORE ME personally appeared Philip Griffiths, who did not take an oath, and who is personally known to me and who executed the foregoing Articles of Dissolution, and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last named above this  
18<sup>th</sup> day of Mar, 1998.


 LINDA THEUS  
MY COMMISSION # CC499154 EXPIRES  
October 1, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

Linda Theus  
Notary Public  
Notary Public - State of Florida  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF BAY

BEFORE ME personally appeared Raymond Powell, who did not take an oath, and who is personally known to me and who executed the foregoing Articles of Dissolution, and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last named above this  
19<sup>th</sup> day of March, 1998.

 MARJORIE S. WHITE  
MY COMMISSION # CC 489977  
EXPIRES: October 27, 1999  
Bonded Thru Notary Public Underwriters


Marjorie S. White  
Notary Public  
Notary Public - State of Florida  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF BAY

BEFORE ME personally appeared Reggie Lancaster, who did not take an oath, and who is personally known to me and who executed the foregoing Articles of Dissolution, and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last named above this  
24 day of March, 1998.

Gale E. Wright  
Notary Public


Notary Public - State of Florida  
My Commission Expires:  GALE E. WRIGHT  
Notary Public - State of Florida  
My Commission Expires Nov. 11, 1998  
Commission No. CC 419691

STATE OF FLORIDA  
COUNTY OF BAY

BEFORE ME personally appeared Jack Maikranz, who did not take an oath, and who is personally known to me and who executed the foregoing Articles of Dissolution, and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last named above this  
24 day of March, 1998.

Gale E. Wright  
Notary Public


Notary Public - State of Florida  
My Commission Expires:  GALE E. WRIGHT  
Notary Public - State of Florida  
My Commission Expires Nov. 11, 1998  
Commission No. CC 419691

STATE OF FLORIDA  
COUNTY OF BAY

BEFORE ME personally appeared Theo Patronis, who did not take an oath, and who is personally known to me and who executed the foregoing Articles of Dissolution, and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last named above this  
24 day of March, 1998.

Gale E. Wright  
Notary Public

Notary Public - State of Florida  
My Commission Expires:  GALE E. WRIGHT  
Notary Public - State of Florida  
My Commission Expires Nov. 11, 1998  
Commission No. CC 419691