

N25875

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

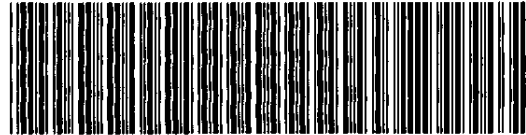
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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06/20/11--01049--018 **35.00

06/20/11--01049--019 **17.50

FILED
JUN 20 AM 9:55
TALLAHASSEE, FLORIDA

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CIVIL
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6/22/11

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Articles of Dissolution - Northwest Florida Development Group, Inc.

DOCUMENT NUMBER: N25875

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

Please return all correspondence concerning this matter to the following:

Art Brunson

(Name of Contact Person)

PowerSouth Energy Cooperative

(Firm/Company)

P.O. Box 550

(Address)

Andalusia, AL 36420

(City/State and Zip Code)

For further information concerning this matter, please call:

Art Brunson

(Name of Contact Person)

at (334) 427-3000

(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

ARTICLES OF DISSOLUTION

Pursuant to section 617.1403, Florida Statutes, this Florida not for profit corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation as currently filed with the Florida Department of State:

Northwest Florida Development Group, Inc.

SECOND: The document number of the corporation (if known): N25875

THIRD: Adoption of Dissolution
(COMPLETE SECTION I OR II)

SECTION I

If the corporation has members entitled to vote:

(CHECK/COMPLETE ONE)

☒ The date of the meeting of members at which the resolution to dissolve was adopted

May 27, 2011 The number of votes cast by the members was sufficient for approval.

☐ The resolution was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION II

If the corporation has no members or members entitled to vote on the dissolution:

The corporation has no members or members entitled to vote on the dissolution.

The date of adoption of the resolution by the board of directors was _____.

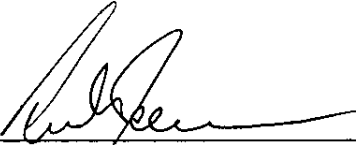
The number of directors in office was _____ and the vote for resolution was

_____ for and _____ against. (must be a majority vote)

FILED
11 JUN 20 AM 9:55
STATE
TALLAHASSEE, FLORIDA

FOURTH: Effective date of dissolution if applicable: May 27, 2011
(no more than 90 days after dissolution file date)

Signature



(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Ronald C. Jones

(Typed or printed name of the person signing)

Chairman of the Board

(Title of person signing)

FILING FEE: \$35

**POWERSOUTH ENERGY COOPERATIVE
RESOLUTION
DISSOLUTION OF
NORTHWEST FLORIDA DEVELOPMENT GROUP, INC.
MAY 27, 2011**

WHEREAS, PowerSouth Energy Cooperative; Choctawhatchee Electric Cooperative, Inc., Escambia River Electric Cooperative, Inc., Gulf Coast Electric Cooperative, Inc., and West Florida Electric Cooperative, Inc., (hereinafter collectively called the "Members") incorporated the Northwest Florida Development Group, Inc. as a nonprofit, cooperative corporation on April 13, 1988;

WHEREAS, the Members have determined that it is no longer desirable or necessary to continue the existence and operation of the Northwest Florida Development Group, Inc.; and

WHEREAS, the Members have unanimously decided to dissolve the Northwest Florida Development Group, Inc., effective as of May 27, 2011.

THEREFORE, BE IT RESOLVED, that PowerSouth Energy Cooperative, acting through its Board of Trustees, hereby elects to dissolve the Northwest Florida Development Group, Inc. effective as of May 27, 2011.

BE IT FURTHER RESOLVED, that PowerSouth Energy Cooperative's officers are authorized in the name of PowerSouth Energy Cooperative to execute any and all instruments and documents, make all such payments and do all other acts, in the opinion of the officer or officers acting, necessary or appropriate to dissolve the Northwest Florida Development Group, Inc.

I, E. A. Jakins, Jr., Secretary of PowerSouth Energy Cooperative, hereby certify that the above is a true and correct copy of a resolution adopted at the meeting of the Board of Trustees of PowerSouth Energy Cooperative on May 27, 2011, at which a quorum was present and voted.

I further certify that none of said resolution has been altered, modified or rescinded.

This the 27th of May, 2011.

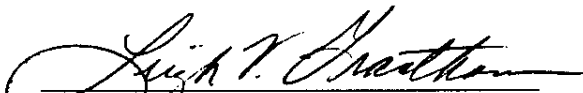


Secretary


SEAL

NORTHWEST FLORIDA DEVELOPMENT GROUP, INC.
RESOLUTION
MAY 27, 2011

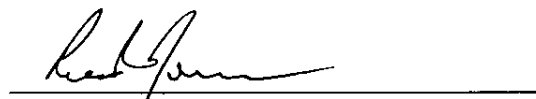
BE IT RESOLVED, that the Members of the Northwest Florida Development Group, Inc. by their signatures set forth below hereby unanimously vote to dissolve the Corporation effective as of May 27, 2011 and hereby authorize the filing of the Articles of Dissolution attached hereto as Exhibit "A" with the Department of State.



Choctawhatchee Electric Cooperative
Leigh V. Grantham


Gulf Coast Electric Cooperative, Inc.
Michael E. White


Escambia River Electric Cooperative, Inc.
Clay R. Campbell


West Florida Electric Cooperative Assn., Inc.
William S. Rimes

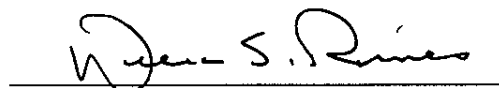

PowerSouth Energy Cooperative
Ronald C. Jones


PowerSouth Energy Cooperative
R. Gary Harrison

I, William S. Rimes, Secretary of the Northwest Florida Development Group, Inc., hereby certify that the above is a true and correct copy of a resolution adopted at the Annual Meeting of the Members thereof on May 27, 2011, at which a quorum was present and voted.

I further certify that none of said resolution has been altered, modified or rescinded.

This the 27th day of May, 2011.


Secretary

SEAL

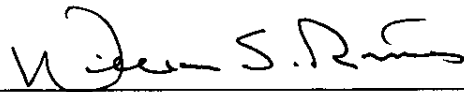
NORTHWEST FLORIDA DEVELOPMENT GROUP, INC.
RESOLUTION
RECOMMENDATION OF DISSOLUTION OF CORPORATION
MAY 27, 2011

BE IT RESOLVED, that the Board of Directors of the Northwest Florida Development Group, Inc. hereby unanimously recommend that the Corporation be dissolved and that the issue of such dissolution be submitted to a vote at the Annual Meeting of the Members to be conducted on May 27, 2011.

I, William S. Rimes, Secretary of the Northwest Florida Development Group, Inc., hereby certify that the above is a true and correct copy of a resolution adopted at the Annual Meeting of the Board of Directors thereof on May 27, 2011, at which a quorum was present and voted.

I further certify that none of said resolution has been altered, modified or rescinded.

This the 27th day of May, 2011.



Secretary

SEAL