

# N93000001463

**DELRAY**  
**MAZDA**

**#1 MAZDA DISCOUNTER**

2001 South Federal Highway Delray Beach, Florida 33483

200002836352--9

-04/12/99-01106-013

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

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
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3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in    ☐ Pick up time \_\_\_\_\_    ☐ Certified Copy  
☐ Mail out    ☐ Will wait    ☐ Photocopy    ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
99 APR 12 AM 8:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APR 4 5 1999

# ARTICLES OF DISSOLUTION

Pursuant to section 617.1403, Florida Statutes, this corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation is West Palm Beach Mazda Dealers Advertising Association, Inc.

SECOND: Adoption of dissolution (Complete Section I or II)

## SECTION I

If the corporation has members entitled to vote:

The date of the meeting of members at which the resolution to dissolve was adopted was March 31, 1999.

(CHECK ONE)

- ☐ The number of votes cast for dissolution was sufficient for approval.
- ☒ The resolution was adopted by written consent and executed in accordance with 617.0701, Florida Statutes.

## SECTION II

If the corporation has no members or members with voting rights:

The corporation has no members or members with voting rights.  
The date of adoption of the resolution by the board of directors was \_\_\_\_\_.

The number of directors in office was \_\_\_\_\_ and the vote for the resolution was \_\_\_\_\_ for and \_\_\_\_\_ against.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

Signature \_\_\_\_\_

(By the Chairman or Vice Chairman of the Board, President or other officer)

George Russell

Typed or printed name

President

Title

FILED  
99 APR 12 AM 8:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**WEST PALM BEACH MAZDA DEALERS ADVERTISING ASSOCIATION, INC.  
WRITTEN CONSENT OF  
THE MEMBERS  
REGARDING DISSOLUTION PURSUANT TO THE LAWS  
OF THE STATE OF FLORIDA**

The undersigned, being all of the Members of the above corporation (the "Corporation"), hereby consent to and adopt the following resolutions and take the following actions:

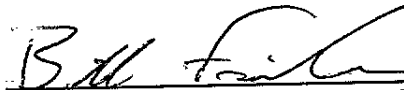
**WHEREAS**, it is advisable in the judgment of the Board of Directors and the Members that this Corporation be dissolved and that any assets remaining after the payment of all outstanding obligations or liabilities be returned to Mazda Motor of America, Inc. d/b/a Mazda North American Operations;

**NOW, THEREFORE, BE IT RESOLVED**, that the Members of the Corporation do hereby approve the dissolution of the Corporation pursuant to the laws of the State of Florida in accordance with the foregoing terms (the "Plan"); and

**FURTHER RESOLVED**, that the directors and officers of the Corporation shall have full and final authority: (1) to wind up the affairs of the corporation and make provision for the prompt payment of all debts and obligations of the Corporation; and (2) to prepare, execute and file appropriate certificates and notices as may be required by the laws of the State of Florida.

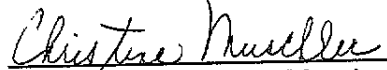
Dated as of: 3/24/99

SIGNED BY:

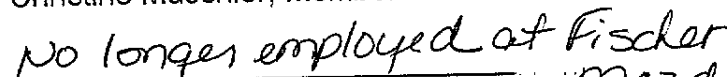


Bill Fischer, Member

Fischer Mazda



Christine Muschler, Member



Robert G. Graham, Member

Mazda

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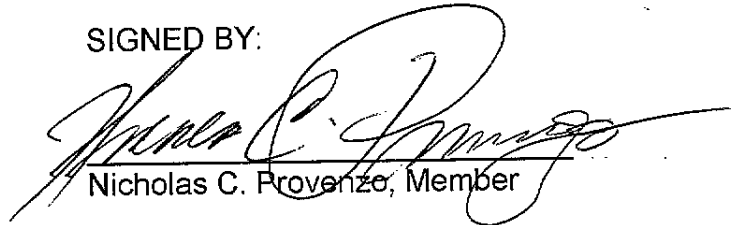
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**Dated as of:**

SIGNED BY:

  
Nicholas C. Provenzo, Member

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**Dated as of:** 3/24/99

SIGNED BY:

George Fussell, Member

President / Treasurer

DeRay Mazda

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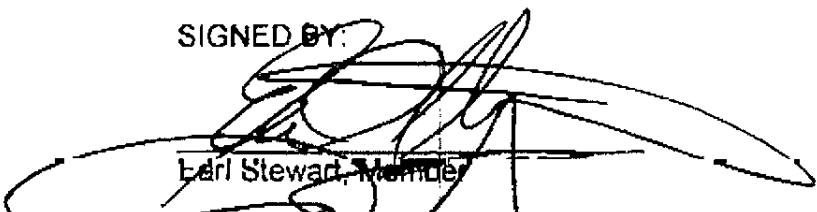
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Dated as of: 3/31/99

SIGNED BY:

  
Earl Stewart, Member

  
Jason Stewart, Member

  
Glen Roble, Member

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Dated as of: 3/25/99

SIGNED BY:



Sande Wische, Member

Jupiter Mazda