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ALL AHASSEF, FLORIDA

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### Law Offices

## SCOTT DAVID KRUEGER, CHARTERED

A Professional Corporation

MERIDIEN CENTRE 2750 NORTHWEST 43RD STREET, SUITE 201 POST OFFICE BOX 357099 GAINESVILLE, FLORIDA 32635

Gainesville (352) 376-3090 Ocala (352) 732-4405 Facsimile (352) 377-1580

December 22, 2006

Secretary of State of Florida Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, Florida 32301

Via FedEx 2nd Day Delivery

Re: Stanley H. Griffis III, P.A. dissolution

To whom it may concern:

I submit for filing Articles Of Dissolution of Stanley H. Griffis III, P.A., along with Resignation from office by Stanley H. Griffis and a Notice of Corporate Dissolution. A check, in the amount of \$35.00, is also enclosed to cover the filing fee.

Your prompt response in return of confirmation of filing of the Articles of Dissolution is appreciated.

Thank you in advance for your assistance in this matter.

Sincerely yours,

Scott David Krueger

enclosures

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# ARTICLES OF DISSOLUTION OF STANLEY H. GRIFFIS, III, P.A.

STANLEY H. GRIFFIS III, P.A., a duly formed professional corporation organized under the laws of the State of Florida (document number P00000067687), hereby files these Articles of Dissolution, effective December 31, 2006, pursuant to actions adopted by a majority vote of the votes entitled to be cast by the Board of Directors and Shareholders on the 22nd of December, 2006, at which a quorum of Directors and Shareholders existed, that being a sufficient number of votes cast for approval of the dissolution of the professional corporation.

Further, effective December 31, 2006, Stanley H. Griffis, III hereby resigns all his positions in the professional corporation.

Further, Scott David Krueger has been elected to serve as the sole Board of Directors and manager to complete the winding up of the affairs and liquidation of the professional corporation, if any, after the effective date.

IN WITNESS WHEREOF, the undersigned has executed this Articles of Dissolution, this day of December, 2006.

STANLEY H. GRIFFIS, III, P.A.

By: Stanley H. Griffis, III

Its: President

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### STATE OF FLORIDA COUNTY OF ALACHUA

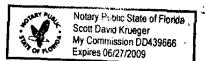
BEFORE ME, the undersigned authority, personally appeared **Stanley H. Griffis, III**, to me personally known (yes \_\_\_\_\_\_) or who produced \_\_\_\_\_\_as identification, to be the person who executed the foregoing Articles of Dissolution on behalf of the corporation and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this \_\_\_\_\_ day of December, 2006.

Notary Public

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### WRITTEN ACTION OF SHAREHOLDERS AND **BOARD OF DIRECTORS** Stanley H. Griffis III, P.A.

The undersigned, being all the shareholders of the common (and only) stock issued by Stanley H. Griffis III, P.A., and all of the board members of the Board of Directors of the P.A., a Florida professional corporation incorporated under Florida Chapter 621, hereby consent to and take the following written action in lieu of holding a meeting regarding the same, all pursuant to Sections 607 and 621 of the Florida Statutes.

- 1. <u>Dissolution of the corporation</u>. It is hereby resolved that the corporation be dissolved, effective as of December 31, 2006. The corporation shall not carry on business after this effective date. No voting by voting groups was required. The corporation shall henceforth deliver to the Department of State article of dissolution, under signature of the president of the corporation, and the president shall take whatever other action is necessary or appropriate to dissolve the corporation.
- 2. Winding Up Affairs. It is hereby resolved that the corporation, through the president, shall take all actions necessary to, the extent of business assets, liquidate the same, and make provisions for payments of any of the corporations creditors in accordance with the rules set out in Florida Chapter 607.
- 3. Election of Director. It is hereby resolved that Scott David Krueger is elected to serve as the sole Board of Directors in winding up the affairs of the corporation. No bond shall be required of him, and the corporation and its shareholders, individually, hereby agree to indemnify, defend, and hold Scott David Krueger harmless with respect to any claims, causes of action, losses, damages, costs, expenses (including attorneys' fees and other professional fees and expenses), and any liability incurred by the Corporation or its shareholders, agents or others so long as Scott David Krueger was acting in good faith.

Dated: December 22, 2006.

Stanley H. Griffis III, individually

Shareholder & Board Membé

#### NOTICE OF CORPORATION DISSOLUTION

(Stanley H. Griffis, III, P.A.)

Notice is submitted by the dissolved corporation named below for resolution of payment of unknown claims against this corporation as provided in s. 607.1407, F.S.

Stanley H. Griffis, III, P.A. hereby gives notice of its dissolution, effective December 31, 2006.

For any person making a claim against the professional corporation, the claimant shall include the following:

Name, address, phone number and other contact information of claimant, nature of the claim asserted against Stanley H. Griffis III, P.A., approximate amount of the claim, other conditions of the claim, all documentation that form the basis or otherwise supports the claim.

Claims may be sent to the following address:

2750 Northwest 43rd Street, Suite 201 Gainesville, Florida 32606

A claim against the above named corporation will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.

STANLEY H. GRIFFIS, III, P.A.

By: Stanley H. Griffis, III

Its: President

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