

PS1000004254

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

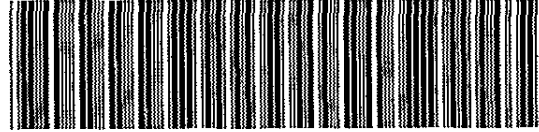
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600078811906

08/17/06--01030--005 **52.50

FILED

06 AUG 17 PM 2:32

SECRETARY OF STATE
TALLAHASSEE FLORIDA

DISS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: EDEY & DUFF KEYS, INC.

DOCUMENT NUMBER: P01000004254

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

Please return all correspondence concerning this matter to the following:

Thomas D. Wright, Esquire

(Name of Contact Person)

Law Offices of Thomas D. Wright, Chartered

(Firm/Company)

P.O. Box 500309 9711 Overseas Highway

(Address)

Marathon, FL 33050

(City/State and Zip Code)

For further information concerning this matter, please call:

Thomas D. Wright

at (305)

743-8118

(Name of Contact Person)

(Area Code & Daytime Telephone Number)

or Assistant: Nancy A. Bauknight

Enclosed is a check for the following amount:

- ☐ \$35 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☒ \$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 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

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

EDEY & DUFF KEYS, INC.

SECOND: The document number of the corporation (if known): P01000004254

THIRD: The date dissolution was authorized: March 1, 2006

Effective date of dissolution if applicable: _____
(no more than 90 days after dissolution file date)

FOURTH: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(n/a)

(voting group)

Signature: _____

By: _____

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

*(see attached copy of Consent

Amy Andersen *

(Typed or printed name of person signing)

President *

(Title of person signing)

Filing Fee: \$35

FILED
06 AUG 17 PM 2:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CONSENT TO UNANIMOUS ACTION
TAKEN WITHOUT A MEETING
OF THE SOLE SHAREHOLDER OF
EDEY & DUFF KEYS, INC.**

Pursuant to the authority of Sections 607.0704 and 607.1402(6), Florida Statutes, the undersigned, the Estate of Anthony Andersen, Deceased, the Sole Shareholder of Edey & Duff Keys, Inc., a Florida Corporation, by and through Amy Andersen and U.S. Bank, N.A., the duly qualified and acting Co-Personal Representatives of the Estate, hereby consents to and approves of the following actions taken without a meeting:

Whereas, pursuant to recommendation by the Board of Directors and approval by the Shareholder, as required by Section 607.1202, Florida Statutes, all or substantially all of the assets of the Corporation have been sold thereby precluding the conducting of further business by the Corporation in its usual and customary manner in the Monroe County, Florida, area; and,

Whereas, the remaining asset(s) of the Corporation now consist of cash received for such asset sale, in the amount of \$125,000.00, being held by the attorneys for the Estate, in trust, to be distributed upon order of the Probate Court of Ramsey County, Minnesota; and

Whereas, it is the desire of the sole Shareholder of the Corporation that the Corporation conduct no further business and maintain its remaining asset(s) in a state of liquidity for eventual distribution of to the heir and beneficiary of the Estate of Anthony Andersen, Deceased, as may be ordered by the aforesaid Probate Court;

Now, Therefore, after due consideration, it was

Resolved, that Edey & Duff Keys, Inc., a Florida Corporation, be, and it hereby is, dissolved;

Further Resolved, that Amy Andersen, as President of the Corporation, be, and she hereby is, authorized to have prepared, and to execute and file on behalf of the Corporation, the Articles of Dissolution and any and all notices or other documentation which may be required by the State of Florida to dissolve the Corporation and to wind up its affairs and existence.

**CONSENT TO UNANIMOUS ACTION
WITHOUT A MEETING
OF THE BOARD OF DIRECTORS OF
EDEY & DUFF KEYS, INC.**

Pursuant to the authority of Section 607.0821, Florida Statutes, the undersigned, Amy Andersen, being the sole member of the Board of Directors of Edey & Duff Keys, Inc., hereby consents to and approves of the following actions taken by the Board without a meeting:

Whereas, the Board has been approached by R & R. Boatworks, L.L.C., a Florida Limited Liability Company, to purchase the business assets of the Corporation's business located in Marathon, Monroe County, Florida; and,

Whereas, after negotiations of the terms and conditions of any such sale and purchase, the Board anticipates that an Offer to Purchase will be forthcoming which, if it comports with the discussions and negotiations heretofore held, would be in the best interests of the Corporation; and,

Whereas, if consummated, any such sale would be a sale by the Corporation of substantially all of its assets, requiring approval by the Shareholders pursuant to Chapter 607.1202, Florida Statutes;

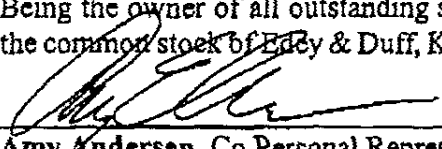
Now, Therefore, be it

Resolved, that a Special Meeting of the Shareholders of the Corporation be called to present the Offer to Purchase assets of the Corporation by R & R. Boatworks, L.L.C., to the Shareholder for consideration and to seek approval of the terms and conditions thereof and authorization of the appropriate corporate officer(s) to enter into a Sale and Purchase Agreement of the Corporation's assets in accordance with the said Offer to Purchase.

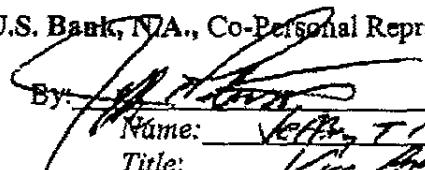
Further Resolved, that the Secretary of the Corporation shall send written Notice of such Special Meeting to all Shareholders of record, which Notice shall be in accordance with §607.1202 and §607.0705, Florida

Dated this 1st day of March, 2006.

The Estate of Anthony Andersen, Deceased,
Being the owner of all outstanding shares of
the common stock of Eddy & Duff, Keys, Inc.

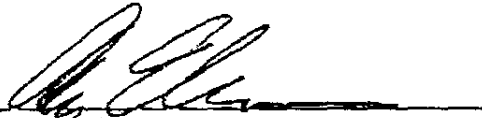
By: 
Amy Andersen, Co Personal Representative

U.S. Bank, N/A., Co-Personal Representative,

By: 
Name: Jeffrey T. Stewart
Title: Vice President

Statutes, and shall provide for a meeting date of February 1, 2006, at the offices of Briggs and Morgan, P.A., 332 Minnesota Street, Suite W2200, St. Paul, Minnesota, counsel for the Shareholder.

Dated this 15th day of January, 2006.



Amy Andersen

Being the sole Member of the Board of
Directors of Edey & Duff Keys, Inc.