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EDWARD P. JORDAN II, ATTORNEY

LORI L. CAMPBELL, PARALEGAL

December 17, 2003

Florida Department of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

Re: *Articles of Dissolution for*
CARLTON POOLS, INC.

Dear Sir/Madam:

Enclosed herewith is a check in the amount of \$35.00 to cover the filing of the enclosed Articles of Dissolution for Carlton Pools, Inc. Please furnish the undersigned with a certified copy of the Articles of Dissolution.

Your prompt attention and cooperation will be appreciated.

Very truly yours,

Signed in Mr. Jordan's
absence to avoid delay

EDWARD P. JORDAN, II

EPJ:sb

Enc.

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ARTICLES OF DISSOLUTION

Pursuant to Sections 607.1402 and 607.1403 Florid Statutes (2003), CARLTON POOLS, INC., a Florida corporation, (the "Corporation") hereby files its Articles of Dissolution and states as follows:

1. The Name of the Corporation is CARLTON POOLS, Inc.
2. Dissolution of the Corporation was authorized on December 11, 2003.
3. Dissolution was authorized by the unanimous written consent of all shareholders of the Corporation, which totaled one, and that said shareholder's vote and consent for dissolution was sufficient for approval of the dissolution of the Corporation.
4. Not voting groups were required to approve the dissolution of the corporation.

Approved on this 17th day of December, 2003.



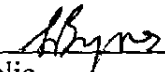
Tara Carlton
President/Shareholder/Director

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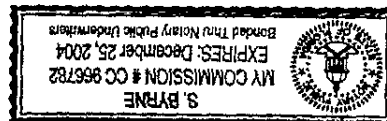
STATE OF FLORIDA)
COUNTY OF LAKE)

Before me, the undersigned authority, personally appeared Tara Carlton, who after presenting their Florida Driver's License, and who, after being duly sworn, acknowledged, attested, affirmed and swore before me that she has the apparent, implied and actual authority to execute the above Articles of Dissolution on behalf of CARLTON POOLS, Inc., and that she executed the foregoing freely and voluntarily for the purposes expressed herein and all statements are true and correct.

WITNESS my hand and official seal in the state and county above stated this 17th day of December, 2003.



Notary Public



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**UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS
and DIRECTORS OF CARLTON POOLS, INC.**

Pursuant to Sections 607.0704, 607.0821, 607.1402, and 607.1403 of the Florida Statutes, the undersigned, as holder of all of the issued and outstanding shares of common stock of CARLTON POOLS, INC., a Florida corporation (the "Corporation") and the directors of the Corporation, do hereby adopt the following resolutions in lieu of a meeting of shareholders and directors:

WHEREAS, we, the incorporators, shareholders, and directors of the Corporation, have determined that it is in the best interests of the Corporation that the Corporation be voluntarily dissolved;

WHEREAS, it is recommended to the Shareholders that the Corporation be dissolved and be submitted to vote of the Shareholders.

RESOLVED, that the Corporation be dissolved as of the date of this consent and that the shareholders have duly met and considered the advisability of dissolving the corporation and hereby consent to the same. Further stating that number of shareholders casting a vote for the dissolution was unanimous and was sufficient to approve the dissolution

RESOLVED FURTHER, that Edward P. Jordan II, Esq. is directed to prepare Articles of Dissolution and to file the articles with the Secretary of State of Florida as soon as practicable.

RESOLVED FURTHER, that Tara Carlton, the Corporation's President is hereby authorized and directed to pay any outstanding expenses and debts of the Corporation from existing Corporate assets and to distribute to the shareholders in proportion to their interests, any assets remaining after payment of all corporate debts and obligations.

IN WITNESS WHEREOF, the undersigned has executed this instrument this 11th day of December, 2003.


Shareholder/Director: