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3004 South County Hwy 395, Seagrove, FL 32459
850-231-5736 fax: 850-231-5013

State of Florida
Division of Corporations
P. O. Box 6327,
Tallahassee, FL 32314.

Re: Corporate Liquidation, Gulf Place Village Market, Inc.

Dear Sir or Madam:

We have enclosed the Articles of Dissolution for Gulf Place Village Market, Inc. along with a check in the amount of \$52.50 to cover the \$35.00 filing fee and \$17.50 for two certified copies of the dissolution. Please return the certified copies to:

Robert L. McCullar, CPA
Coates, McCullar & Biggers, P.C.
56 Spires Lane, #14A
Santa Rosa Beach, FL 32459
850-622-0888

Thank you for your assistance with this matter.

Sincerely,

A handwritten signature in dark ink, appearing to read "Walter G. Hartley, III".

Walter G. Hartley, III, President
Gulf Place Village Market, Inc.
850-231-3797

Enclosures (2)

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 is: Gulf Place Village Market, Inc.

SECOND: The date dissolution was authorized: June 24, 2003

THIRD: 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 vote 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

(voting group)

Signed this 24 day of July, 2003

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

George Hartley

(Typed or printed name)

President

(Title)

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PLAN OF LIQUIDATION
OF
GULF PLACE VILLAGE MARKET, INC.

WHEREAS, it is deemed advisable and in the best interest of **Gulf Place Village Market, Inc., a Florida corporation** (hereinafter called the "Company") and its shareholders to wind up the affairs of the Company and completely liquidate the Company through distribution by it as soon as reasonably possible following the adoption of this Plan of all of its assets in complete liquidation.

NOW, THEREFORE, the following Plan of Liquidation is hereby unanimously approved by all of the shareholder and directors of the Company:

1. The undersigned shareholders and directors, being all of the shareholders and directors of the Company, hereby agree that the Company should be dissolved as set forth in this Agreement.
2. Walter G. Hartley, III is hereby appointed and given full authority as liquidating shareholder ("Liquidating Shareholder") to take all steps necessary to dissolve and liquidate the Company.
3. The Liquidating Shareholder shall attempt to collect all of the receivables, if any, owing to the Company, pay all of its debts and expenses and settle any contingent claims, setting aside any reasonable amount in cash or other property which the Liquidating Shareholder deems necessary to meet any contingent claims, liabilities, or expenses expected to arise.
4. All of the remaining assets of the Company shall be distributed in kind to the shareholders as soon as reasonably possible following the date of adoption of this

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Plan, in exchange for the surrender of their shares in the Company in complete cancellation and redemption of all of the stock of the Company in accordance with this Plan of complete liquidation. Upon execution hereof, the Liquidating Shareholder is authorized and directed to issue such checks or execute such assignments, deeds and bills of sale to the assets of the Company as may be required to convey good title in the assets to the shareholders.

5. The Liquidating Shareholder shall take all steps necessary to obtain the consent of any governmental agency necessary to dissolve the Company.
6. Upon distribution of all of the assets of the Company in complete liquidation, the officers of the Company shall instruct the Company's accountants to close the books of the Company and to prepare and file any necessary tax returns and Internal Revenue notifications.
7. The Company shall cause its attorneys to file Articles of Dissolution with the Florida Division of Corporations to be effective upon filing.
8. The following additional items are resolved and agreed by the shareholders and

directors of the Company:

RESOLVED, that in addition to and without limiting the authority and direction set forth in each of the foregoing resolutions, the Liquidating Shareholder of the Company be, and hereby is, authorized to take, or cause to be taken, such further action and to execute and deliver, or cause to be executed and delivered, for and in the name and on behalf of the Company, all such further and additional instruments and documents as such Liquidating Shareholder may deem to be necessary or appropriate in order to effect the purposes and intents of the

foregoing resolutions and to be in the best interests of the Company, (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments and documents, as the case may be), and each and every action heretofore taken by the Liquidating Shareholder of the Company in connection with the subject of the foregoing resolutions be, and it hereby is, approved, ratified and confirmed in all respects as the act and deed of the Company.

DATED effective the 24th day of June, 2003.

DATE

7-24-03

7-22-03

7-22-03

7-22-03

Executed By All Shareholders and Directors

Walter G. Hartley, III
Walter G. Hartley, III, Shareholder

Ann S. Hartley
Ann S. Hartley, Shareholder

Walter G. Hartley, III
Walter G. Hartley, III, Director

Ann S. Hartley
Ann S. Hartley, Director

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