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TALLAHASSEE, FLORIDA

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C. Coulliette APR 07 20

Holland & Knight LLP Requester's Name	
315 So. Calhoun Street Address	
425-5675 City/State/Zip Phone #	

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

1. ARCA, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☒ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

ARTICLES OF DISSOLUTION
OF
ARCA, INC.

The undersigned, President and Director, of ARCA, INC., a Florida corporation (the "Corporation"), electing to dissolve the Corporation in accordance with the Florida Business Corporation Act, hereby submit the following:

ARTICLE I

The name of the corporation is ARCA, INC..

ARTICLE II

The dissolution was authorized on March 26, 2003.

ARTICLE III

The Corporation elected to dissolve pursuant to the Unanimous Written Consent of its Shareholders and Directors, which Written Consent was effective as of the March 26, 2003. A copy of the Unanimous Written Consent is attached hereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this April 4, 2003.

ARCA, INC.,
a Florida corporation

By: _____

Tommaso Cardana
President and Director

FILED
2003 APR -7 PM 3:48
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

UNANIMOUS WRITTEN CONSENT
OF THE
SHAREHOLDERS AND DIRECTORS
OF
ARCA, INC.

The undersigned, being the Shareholders and Directors of ARCA, INC., a Florida corporation (the "Corporation"), do hereby consent to the adoption and approval of the following resolutions:

Adoption of Florida Capital Contribution

WHEREAS, the Directors of this Corporation deem it advisable and in the best interest of the Corporation and its Shareholders that the Corporation be completely liquidated and dissolved; and

WHEREAS, the Directors find that it is advisable to adopt a plan of complete liquidation in accordance with the requirements of Section 332 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder; and

WHEREAS, the Shareholders of this Corporation deem it advisable and in its best interest that the Corporation be completely liquidated and dissolved in accordance with the Plan of Complete Liquidation presented to it by the Directors of this Corporation, it is

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of the Internal Revenue Code of 1986, as amended, and pursuant to the following Plan of Complete Liquidation:

1. The officers of the Corporation are authorized and directed to proceed promptly to wind up the Corporation's affairs by collecting all of its assets and paying or providing for the payment of all of its liabilities.
2. As soon as practicable, the officers shall wind up the affairs of the Corporation; pay or provide for the payment of its liabilities; establish a reserve in a reasonable amount to meet any known liabilities and liquidating expenses and estimated unascertained or contingent expenses, if they deem such a reserve to be desirable; and distribute to the Shareholders in cancellation of its shares, any remaining assets of the Corporation subject to any remaining unpaid liabilities.
3. If a reserve is established to meet claims against the Corporation, the officers shall arrange for the distribution of any unused balance of the reserve to the Shareholders as soon as practicable.

4. The officers of the Corporation are authorized and directed to file, or to have tax counsel for the Corporation file, Form 966 with the Internal Revenue Service together with a certified copy of this Resolution, within 30 days after the date hereof.
5. The officers of the Corporation are authorized and directed to file all other forms and documents required by the State of Florida, including Articles of Dissolution, and the federal government, including tax returns, as soon as possible after distribution of all of the Corporation's assets.

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to take such additional action as they deem necessary or appropriate to carry out the intent and accomplish the purposes of the foregoing Resolution.

Other Actions by Officers and Directors

RESOLVED, that any and all actions taken since the last meeting of the Shareholders and Directors of this Corporation by the Directors and officers of this Corporation be, and they hereby are, ratified, confirmed and approved in all respects.

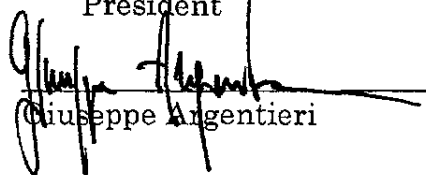
Effective Date: March 26, 2003.

SHAREHOLDERS:


TOMSON, INC.
a Florida corporation

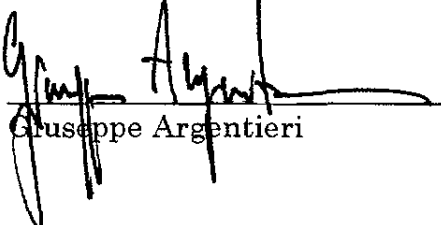
By: 

Tommaso Cardana
President


Giuseppe Argentieri

DIRECTORS:


Tommaso Cardana


Giuseppe Argentieri