

PO20000068361

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

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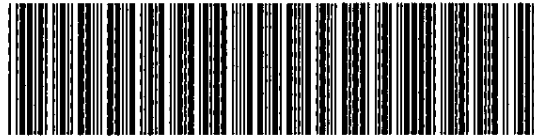
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2012 APR 17 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RR
4/19/12

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Weatherguard Building Products, Inc.

DOCUMENT NUMBER: P02000068361

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

Please return all correspondence concerning this matter to the following:

John E. Jureller, Jr.

(Name of Contact Person)

Klestadt & Winters, LLP

(Firm/Company)

570 Seventh Avenue, 17th Floor

(Address)

New York, NY 10018

(City/State and Zip Code)

For further information concerning this matter, please call:

John E. Jureller, Jr.

(Name of Contact Person)

at (212) 972-3000

(Area Code & Daytime Telephone Number)

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:

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2012 APR 17 PM 1:17
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TALLAHASSEE, FLORIDA

FIRST: The name of the corporation as currently filed with the Florida Department of State:
Weatherguard Building Products, Inc.

SECOND: The document number of the corporation (if known): P02000068361

THIRD: The date dissolution was authorized: April 5, 2012

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

FOURTH: Adoption of Dissolution (CHECK ONE)

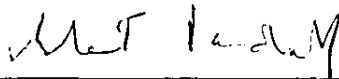
☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by 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)

Signature: 

(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)

Robert Davidoff

(Typed or printed name of person signing)

Director: _____

(Title of person signing)

Filing Fee: \$35

**RESOLUTION OF SHAREHOLDERS
OF WEATHERGUARD BUILDING PRODUCTS, INC.**

Effective as of April 5, 2012 ("Effective Date"), the undersigned Stockholders of Weatherguard Building Products, Inc., a Florida corporation ("**Company**"), hereby vote, resolve and agree as follows:

WHEREAS, the Stockholders of the Company entered into that certain Stockholders Agreement ("**Agreement**") dated December 2003 (all capitalized terms herein not otherwise defined shall have the meanings ascribed to them in the Agreement); and

WHEREAS, by Board Resolution effective February 3, 2012, the Board voted to dissolve the Company; and

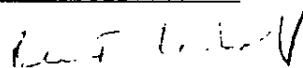
WHEREAS, the undersigned Stockholders represent a majority of the Shares Owned by the Investor Stockholders and a majority of the Shares Owned by the Management Stockholders as required under Section 3(f) of the Agreement.

IT IS HEREBY VOTED, RESOLVED AND AGREED AS FOLLOWS:

1. The Company shall take all actions necessary to immediately dissolve the Company, and Robert Davidoff shall be authorized to sign the necessary Articles of Dissolution as required by Florida Statute, Section 607.1403, *et seq.*, to effectuate the immediate dissolution of the Company.

This Resolution is executed as of the Effective Date.

Investor Stockholders:



Robert Davidoff
As Managing Member of
CM Opportunity Fund LLC

Management Stockholders:

David T. Zajac

**RESOLUTION OF SHAREHOLDERS
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This Resolution is executed as of the Effective Date.

Investor Stockholders:

Robert Davidoff
As Managing Member of
CM Opportunity Fund LLC

Management Stockholders:


David T. Zajac