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OVERNIGHT DELIVERY

**MEMORANDUM**

TO: Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

FROM: Linda Topping, Legal Assistant

DATE: December 27, 2004

RE: D'Amico - Equitable Insurance Group, Inc.  
Our File No. 04-11761

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Enclosed are the following in connection with the captioned corporation:

1. Articles of Dissolution (original and one copy)
2. \$35.00 check for filing fee

Please file the Articles of Dissolution noting the effective date of December 8, 2004, and return a "file stamped" copy of the Articles of Dissolution to this office.

Enclosures  
cc: Client

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**ARTICLES OF DISSOLUTION**  
of  
**EQUITABLE INSURANCE GROUP, INC.**

Pursuant to the provisions of Section 607.1402 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

**ARTICLE I - NAME**

1. The name of the corporation is **EQUITABLE INSURANCE GROUP, INC..**

**ARTICLE II - OFFICERS**

2. The names and respective addresses of its officers are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Stephen N. D'Amico	227 Citrus Tower Boulevard Clermont FL 34711
Secretary/ Treasurer	Stephen N. D'Amico	227 Citrus Tower Boulevard Clermont FL 34711

**ARTICLE III - DIRECTORS**

3. The names and respective addresses of its directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Stephen N. D'Amico	227 Citrus Tower Boulevard Clermont FL 34711

**ARTICLE IV - DEBTS**

All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefor.

**ARTICLE V - DISTRIBUTION TO SHAREHOLDERS**

All of the remaining property and assets of the corporation have been distributed to the shareholders of the corporation.

**ARTICLE VI - ACTIONS PENDING AGAINST CORPORATION**

There are no actions pending against the corporation in any court.

ARTICLE VII - AGREEMENT FOR DISSOLUTION

Pursuant to the authority contained in Sections 607.1402 and 607.0704 of the Florida Statutes, the shareholders elected to dissolve the Corporation by unanimous written consent. A copy of the Action by Written Consent of the Shareholders of the Corporation is attached. Said action was executed by the shareholders of all the capital stock of said corporation on December 8, 2004.

IN WITNESS WHEREOF, we have subscribed our names this December 8, 2004.

EQUITABLE INSURANCE GROUP, INC.

By:

Stephen N. D'Amico  
Stephen N. D'Amico, President

ATTEST:

Stephen N. D'Amico  
Stephen N. D'Amico, Secretary

**EXHIBIT "A"**

**ACTION BY WRITTEN CONSENT  
OF THE SHAREHOLDERS  
of  
EQUITABLE INSURANCE GROUP, INC.  
IN LIEU OF A SPECIAL MEETING**

Pursuant to the authority contained in Section 607.0704 of the Florida Statutes, the undersigned, being all of the shareholders of **EQUITABLE INSURANCE GROUP, INC.**, a Florida corporation, do hereby take and adopt the following actions in writing, without a meeting:

RESOLVED, that the corporation be dissolved;

RESOLVED FURTHER, that the plan of liquidation set forth in the resolutions adopted by the Directors, which is attached hereto as **Exhibit "A"**, is hereby approved by the shareholders of the corporation;

RESOLVED FURTHER, that the officers and directors of the corporation are hereby authorized and directed to collect and distribute the assets of the corporation in accordance with the terms and conditions set forth in the plan and to take such further action as may be necessary or proper to liquidate and dissolve the corporation.

Dated: December 8, 2004.

SHAREHOLDERS:


  
/S/ Stephen N. D'Amico  
Stephen N. D'Amico

EXHIBIT "A"

PLAN OF LIQUIDATION  
of  
**EQUITABLE INSURANCE GROUP, INC.**

WHEREAS, it is deemed advisable and in the best interest of **EQUITABLE INSURANCE GROUP, INC.**, a Florida corporation, (hereinafter called the "corporation") and its shareholders to wind up the affairs of the corporation and completely liquidate the corporation through distribution by it of all of its assets in complete liquidation in accordance with Sections 331 and 336 of the Internal Revenue Code.

NOW, THEREFORE, the following Plan of Liquidation is adopted:

1. The corporation will be liquidated pursuant to Sections 331 and 336 of the Internal Revenue Code and will distribute all of its assets to its shareholders, less assets contained to meet claims, within the corporation's current fiscal year.
2. All liabilities and obligations of the corporation will be paid or discharged, or adequate provision will be made therefor.
3. The officers of the corporation will be authorized to sell any or all of its assets on the terms and conditions, and for such consideration, that the officers deem reasonable and expedient, and to execute such instruments that will be necessary to transfer title to such assets. This plan shall be deemed to authorize such action as, in the opinion of counsel for the corporation, may be necessary to conform with the provisions and requirements of Sections 331 and 336 of the Internal Revenue Code.
4. After the provision for, or the payment of, the known debts and liabilities of the corporation, the officers of the corporation will be authorized and directed to distribute the remaining assets of the corporation to its shareholders of record on a prorata basis.
5. This distribution of the assets will be made to the shareholders of this corporation on the following conditions:
  - (a) That on demand made by the Board of Directors, the shareholders surrender, for cancellation, the certificate or certificates evidencing ownership of capital stock of this corporation; and
  - (b) That such distribution shall be in complete satisfaction of the rights of the shareholders as shareholders of this corporation.

This Plan of Liquidation has been adopted by the Board of Directors as evidenced by the Action by Written Consent of the Board of Directors in Lieu of a Special Meeting which was executed by the Board of Directors of the corporation on December 8, 2094.