

P03000006312

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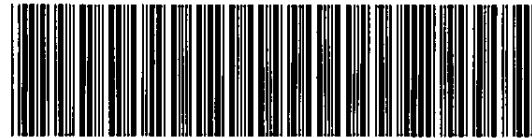
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. HAWKES

JAN - 9 A.M.

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: RSD Industries, Inc.

DOCUMENT NUMBER: PO3000006312

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

Please return all correspondence concerning this matter to the following:

Jill R. Ginsberg
(Name of Contact Person)

LAW OFFICES OF JILL R. GINSBERG
(Firm/Company)

401 E. LAS OLAS BLVD. SUITE 1400
(Address)

FORT LAUDERDALE, FL 33301
(City/State and Zip Code)

For further information concerning this matter, please call:

JILL R. GINSBERG at (954) 332-2310
(Name of Contact Person) (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:

FIRST: The name of the corporation as currently filed with the Florida Department of State:

RSD Industries, Inc.

SECOND: The document number of the corporation (if known): P03000006312

THIRD: The date dissolution was authorized: 12-18-2013

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: X

Robert Driscoll
(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 Driscoll

(Typed or printed name of person signing)

President

(Title of person signing)

Filing Fee: \$35

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RESOLUTION TO CLOSE RSD INDUSTRIES, INC. SUBJECT TO SHAREHOLDER
APPROVAL

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WHEREAS, this Corporation desires to discontinue all business operations, and

WHEREAS, in the opinion of this Board of Directors, it is in the best interests of this Corporation that the business terminated and the company closed, be it:

RESOLVED, that the closure of said Company hereby accepted, subject to the approval of the stockholders of this Corporation, and

RESOLVED FURTHER, that the President and the Secretary are hereby authorized and directed to present such resolution to the stockholders of this Corporation, and

RESOLVED FURTHER, that the Secretary of the Corporation notice a special stockholder meeting for the purposes of obtaining stockholder approval to said closure.

The undersigned hereby certifies that he is the duly elected and qualified Secretary and the custodian of the books and records and seal of RSD Industries, Inc., a corporation duly formed pursuant to the laws of the state of Florida and that the foregoing is a true record of a resolution duly adopted at a meeting of the Board of Directors that said meeting was held in accordance with state law and the Bylaws of the above-named Corporation on December __, 2013 and that said resolution is now in full force and effect without modification or rescission.

IN WITNESS WHEREOF, I have executed my name as Secretary and have hereunto affixed the corporate seal of the above-named Corporation this 23 of December, 2013



Robert Driscoll as Secretary

**MINUTES OF A SPECIAL MEETING OF THE SHAREHOLDERS AND BOARD OF
DIRECTORS OF RSD INDUSTRIES, INC., CLOSING RSD INDUSTRIES, INC.**


Pursuant to the Laws of Florida, and its by-laws, a meeting of the Shareholders and Directors of RSD Industries, Inc. was held at the offices of the Corporation. The meeting was held December 23, 2013. Present at the meeting was a quorum of Directors and Shareholders, and all have signed their names below. As evidenced by their signatures, the directors and shareholders hereby waive any meeting notice that may be required. The meeting was duly called to order and the following items of business were resolved:


We the undersigned agree to adopt the Resolution to Close the Company Subject to Shareholder Approval made this 23 Day of December, 2013 (Exhibit A, hereinafter incorporated and made a part of these minutes) that we dissolve and close this company, as made by the Board of Directors. All such shareholders and Board of Directors have signed their name and agree to such Resolution.

1. Such decision having been made today by the Shareholders and Board of Directors to cease all operations for this company as of today, thus shutting down this company.
2. Therefore, the tax returns filed for the Tax Year 2013 will be final returns for such company.
3. All related bank accounts must be closed.
4. The Company will file Articles of Dissolution with the State of Florida formally dissolving such company. (Exhibit B)
5. The Company will send such Notice to the Internal Revenue Service formally closing such company. (Exhibit C)
6. Per such agreement to shut down the above-mentioned business, all stock certificates issues shall now be null and void.
7. Having concluded all business, the meeting was duly concluded.


Dated this 23 day of December 2013


The directors have signed as follows:


Robert Driscoll


Stacy Driscoll

The Shareholders have signed as follows:


Robert Driscoll


Stacy Driscoll

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MINUTES OF ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF RSD INDUSTRIES, INC.

The annual meeting of the board of directors of the above named corporation was held on:
December 23 2013 at 1612 Funston Street Hollywood, FL 33020

Present was:

Name:	Address:
Robert Driscoll (President)	1612 Funston Street Hollywood, FL 33020
Stacy Driscoll (VP)	1612 Funston Street Hollywood, FL 33020

Robert Driscoll was requested to be the Secretary of the meeting and the Company.

1. The meeting was called to order. It was determined that a quorum was present either in person or by proxy, and the meeting could conduct business.

The following directors were present:

Names of directors:
Robert Driscoll (President)
Stacy Driscoll (VP)

2. The Secretary determined and reported that notice of the meeting had been properly given or waived by directors in accordance with the bylaws.

3. A motion was made and carried, that all directors agreed that proper notice of the meeting had been given.

4. Upon motion duly made, seconded and unanimously carried, it was resolved that the following persons were elected to serve as officers of the corporation until the next board of directors meeting:

Robert Driscoll	_____	President
Stacy Driscoll	_____	Vice President
Robert Driscoll	_____	Secretary

5. The president presented the annual presidents report of the corporation.

6. The following other business was transacted:

We the undersigned agree that we support such RESOLUTION TO CLOSE RSD INDUSTRIES, INC. SUBJECT TO SHAREHOLDER APPROVAL (Exhibit A, hereby incorporated and made a part of these minutes) made this 23 Day of December, 2013 that we close this company ceasing all operations. All such Board of Directors signed their name and agreed to such Resolution.

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- A. Such decision having been made today by the Board of Directors to cease all operations for this company as of today.
- B. Such RESOLUTION TO CLOSE RSD INDUSTRIES, INC. SUBJECT TO SHAREHOLDER APPROVAL shall be presented to the Shareholders for a final vote at the Special Meeting of the Shareholders and Board of Directors.

7. The directors ratified and approved all documents presented.

There was no further business, and upon motion made, seconded, and unanimously carried, it was

RESOLVED, that all the items and documents have been examined by all directors, and are approved and adopted, and that all actions taken thus far have been ratified and approved by the directors of the Corporation.

There being no further business, upon motion made and carried, the meeting was adjourned.

Dated: 12/23/2013

Secretary [Signature]
Signature

Robert S Driscoll
Printed Name

Witness: 12/23/13
[Signature]
Signature

LAWRENCE ARMSTRONG
Printed Name

Carol Armstrong
Signature

CAROL ARMSTRONG
Printed Name

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