

P03000013766



Fox Rothschild ^{LLP}
ATTORNEYS AT LAW

Esperante Building
222 Lakeview Avenue, Suite 700
West Palm Beach, FL 33401

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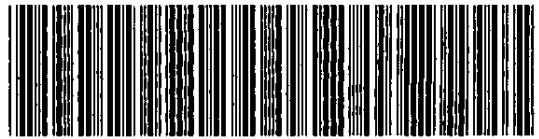
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

dis
C.COULLIETTE
APR 20 2010
EXAMINER

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:

MCELROY MANAGEMENT COMPANY, INC.

SECOND: The document number of the corporation (if known): P03000013766

THIRD: The date dissolution was authorized: MARCH 29, 2010

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)

JOHN L. MCELROY

(Typed or printed name of person signing)

PRESIDENT/DIRECTOR

(Title of person signing)

Filing Fee: \$35

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**AGREEMENT FOR DISSOLUTION
OF PARTNERSHIP**

This Agreement for Dissolution of Partnership ("Agreement") is entered into as of March 29, 2010 by and between McElroy Management Company, Inc., a Florida Corporation ("General Partner"), and John L. McElroy, Individually, John L. McElroy and John LeBoutillier as Trustees under the T/U/W of Marjorie LeBoutillier McElroy dated March 27, 1995, John L. McElroy as Trustee under the John L. McElroy Trust f/b/o Fielding D. McElroy dated June 20, 2003, John L. McElroy as Trustee under The John L. McElroy Trust f/b/o of Stefan J. McElroy, dated April 2, 2009, John L. McElroy as Trustee under the John L. McElroy Trust f/b/o Dane H. McElroy dated April 5, 2006, collectively, the "Limited Partners").

WITNESSETH

WHEREAS, the General Partner and the Limited Partners created The Marjorie Leboutillier McElroy Family Limited Partnership on or around February 5, 2003;

WHEREAS, the General Partner and the Limited Partners desire to cease the business activities of the Partnership, dissolve the Partnership and to provide for the distribution of its assets to the partners.

Now therefore in consideration of the mutual promises contained herein and other good and valuable consideration, the receipt of which is hereby acknowledged, the General Partner and the Limited Partners agree as follows:

1. Pursuant to Article 3.2(b) of The Marjorie Leboutillier McElroy Family Limited Partnership (the "Partnership Agreement") dated February 5, 2003, the General Partner and the Limited Partners consent to the dissolution and termination of the Partnership.

2. As soon as practical, the General Partner shall cause the Partnership to distribute to the General Partner and the Limited Partners all of the assets of the Partnership (other than a reasonable reserve for the expenses of termination and dissolving the Partnership) based on the capital accounts of the partners pursuant to Article 10 of the Partnership Agreement.

3. Upon completion of the distribution to all partners the General Partner shall file with the Florida Secretary of State a Certificate of Dissolution in the form provided in Exhibit A attached hereto.

4. The General Partner shall also file on behalf of the Partnership a final Form 1065, U.S. Return of Partnership Income, reflecting the dissolution of the Partnership in the Partnership's 2010 tax year.

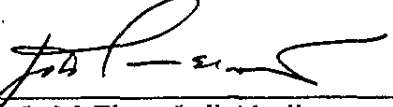
5. This Agreement may be executed in counterparts.

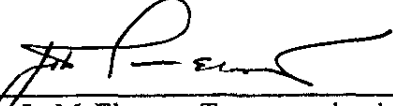
IN WITNESS WHEREOF, the General Partner and the Limited Partners have executed this Agreement as of the day and year first above written.

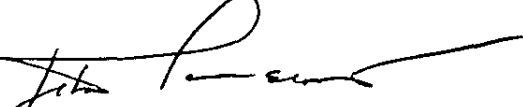
D.B.M. Management Company, Inc.,
General Partner

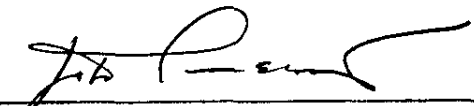
By 

LIMITED PARTNERS


John L. McElroy, Individually


John L. McElroy as Trustee under the John
L. McElroy Trust f/b/o Fielding D. McElroy
dated June 20, 2003


John L. McElroy as Trustee under The John
L. McElroy Trust f/b/o of Stephan J.
McElroy, dated April 2, 2009


John L. McElroy as Trustee under The John
L. McElroy Trust f/b/o of Dane H. McElroy
dated April 5, 2006