

PO 4000 73761

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

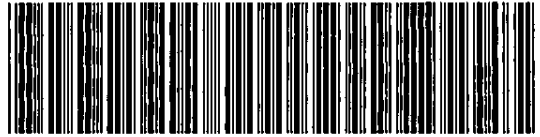
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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02/12/10--01003--020 **35.00

FILED
10 FEB 12 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VOLDS
DGG
2/12

Sheer and Associates, Inc.
205 Worth Avenue
Suite 201
Palm Beach, FL 33480

February 4, 2010

State of Florida
Division of Corporations
5050 West Tennessee Street
Tallahassee, FL 32399-0140

Re: Sheer and Associates, Inc.
Dissolution of Corporation

This letter is to advise the State of Florida Division of Corporations of the dissolution of the above-referenced corporation as of December 31, 2009.

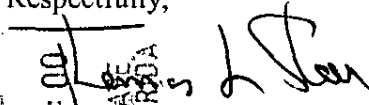
Enclosed documents include:

Articles of Dissolution
Shareholders Consent Statement
Plan of Liquidation
IRS Form 966
Final 1120S (page one) tax return

Please mail any inquiries of additional information to the address atop this letter.

Thank you.

Respectfully,



Thomas Sheer
President

RECEIVED

2010 FEB 12 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:
Sheer and Associates, Inc.

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

THIRD: The date dissolution was authorized: 12/31/09

Effective date of dissolution if applicable: 12/31/09
(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)

Thomas L. Sheer

(Typed or printed name of person signing)

President

(Title of person signing)

Filing Fee: \$35

FILED
10 FEB 12 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Board of Directors Dissolution Resolution

Pursuant to section 607.1403, Florida Statutes, the Board of Directors of this corporation submits the following articles of dissolution:

The name of the corporation is Sheer and Associates, Inc.

The articles of incorporation were filed on July 06, 2004.

Corporation's shares of stock are held 100% by the President.

The corporation has ceased doing business as of December 31, 2009.

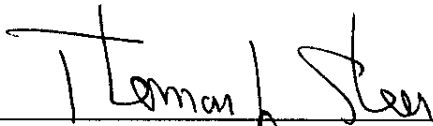
No debt of this corporation remains unpaid.

There are no assets of this corporation to be distributed..

Adoption of dissolution was approved by sole shareholder, Thomas L. Sheer, who cast sufficient vote to approve this dissolution.

This dissolution was authorized December 31, 2009.

Signed this _____ of _____, 2010.

A handwritten signature in black ink, appearing to read "Thomas L. Sheer", is written over a horizontal line.

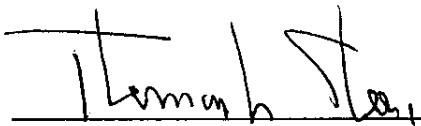
Thomas L Sheer, President

Shareholder's Consent Statement

I, Thomas L. Sheer, attest to the following:

I am the shareholder of record of 100% of stock of the corporation known as Sheer and Associates, Inc.

I consent to this corporate dissolution action.

A handwritten signature in black ink, appearing to read "Thomas L. Sheer", is written over a horizontal line.

Thomas L. Sheer
President

Plan of Liquidation of Corporation
Sheer and Associates, Inc.

February 4, 2010

Statement of Assets

Assets of this corporation include \$00.00 in the business checking account. There are no physical assets of this corporation.

Statement of Liabilities

There are no outstanding liabilities of this corporation.

Dissolution Expenses

All dissolution expenses (accounting and tax return preparation) are to be paid by Thomas Sheer, president and shareholder.

Shareholder Identification

Shareholders are as follows:

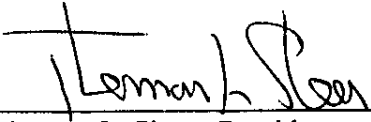
Thomas L. Sheer, 129 Island Drive South, Ocean Ridge, FL 33435

Distribution of Assets and Earnings

At December 31, 2009, there were no assets of this corporation

Effective Date

Dissolution to be effective December 31, 2009,.



Thomas L. Sheer, President

2/4/10

Date

Corporate Dissolution or Liquidation

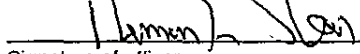
(Required under section 6043(a) of the Internal Revenue Code)

OMB No. 1545-0041

| | | | | | | | |
|---|--|--|--|--|--|--|--|
| T Y P E O F R E T U R N | Name of corporation Sheer And Associates Inc. | | Employer identification number 56-2489933 | | | | |
| | Number, street, and room or suite no. (If a P.O. box number, see instructions.) 205 Worth Avenue | | Check type of return <input type="checkbox"/> 1120 <input type="checkbox"/> 1120-L <input type="checkbox"/> 1120-IC-DISC <input checked="" type="checkbox"/> 1120S Other <input type="checkbox"/> | | | | |
| | City or town, state, and ZIP code Palm Beach FL 33480-4606 | | | | | | |
| 1 Date incorporated 07-06-2004 | | 2 Place incorporated | | 3 Type of liquidation <input checked="" type="checkbox"/> Complete <input type="checkbox"/> Partial | | 4 Date resolution or plan of complete or partial liquidation was adopted 12-31-2009 | |
| 5 Service Center where corporation filed its immediately preceding tax return Ogden UT | | 6 Last month, day, and year of immediately preceding tax year 12-31-2008 | | 7a Last month, day, and year of final tax year 12-31-2009 | | 7b Was corp.'s final tax return filed as part of a consolidated income tax return? If "Yes," complete 7c, 7d, and 7e. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| 7c Name of common parent | | | | 7d Employer identification number of common parent | | 7e Service Center where consolidated return was filed | |
| 8 Total number of shares outstanding at time of adoption of plan of liquidation | | | | | | Common Preferred | |
| 9 Date(s) of any amendments to plan of dissolution | | | | | | | |
| 10 Section of the Code under which the corporation is to be dissolved or liquidated | | | | | | 336 | |
| 11 If this form concerns an amendment or supplement to a resolution or plan, enter the date the previous Form 966 was filed | | | | | | | |

Attach a certified copy of the resolution or plan and all amendments or supplements not previously filed.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete.

| | | |
|---|---------------------------|-----------------------|
| Signature of officer  | Title President | Date 2/4/10 |
|---|---------------------------|-----------------------|

Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Who Must File

A corporation (or a farmer's cooperative) must file Form 966 if it adopts a resolution or plan to dissolve the corporation or liquidate any of its stock.

Exempt organizations and qualified subchapter S subsidiaries should not file Form 966. Exempt organizations should see the instructions for Form 990, Return of Organization Exempt from Income Tax or Form 990-PF, Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation. Subchapter S subsidiaries should see Form 8869, Qualified Subchapter S Subsidiary Election.

Caution: Do not file Form 966 for a deemed liquidation (such as a section 338 election or an election to be treated as a disregarded entity under Regulations section 301.7701-3).

When To File

File Form 966 within 30 days after the resolution or plan is adopted to dissolve the corporation or liquidate any of its stock. If the resolution or plan is amended or supplemented after Form 966 is filed, file another Form 966 within 30 days after the amendment or supplement is adopted. The additional form will be sufficient if the date the earlier form was filed is entered on line 11 and a certified copy of the amendment or supplement is attached.

Include all information required by Form 966 that was not given in the earlier form.

Where To File

File Form 966 with the Internal Revenue Service Center at the address where the corporation (or cooperative) files its income tax return.

Distribution of Property

A corporation must recognize gain or loss on the distribution of its assets in the complete liquidation of its stock. For purposes of determining gain or loss, the distributed assets are valued at fair market value. Exceptions to this rule apply to a liquidation of a subsidiary and to a distribution that is made according to a plan of reorganization.

Foreign Corporations

A corporation that files a U.S. tax return must file Form 966 if required under section 6043(a). Foreign corporations that are not required to file Form 1120F or any other U.S. tax return are generally not required to file Form 966.

U.S. shareholders of foreign corporations may be required to report information regarding a corporate dissolution or liquidation. See Form 5471 and its instructions for more information.