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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. The Captain's Bakery Miami, Inc
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)



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NEW FILINGS



Profit



Not for Profit



Limited Liability



Domestication



Other

AMENDMENTS



Amendment



Resignation of R.A., Officer/Director



Change of Registered Agent



Dissolution/Withdrawal



Merger

OTHER FILINGS



Annual Report



Fictitious Name

REGISTRATION/QUALIFICATION



Foreign



Limited Partnership



Reinstatement



Trademark



Other

Examiner's Initials

**ARTICLES OF DISSOLUTION
OF
THE CAPTAIN'S BAKERY MIAMI, INC.**

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MIAMI COUNTY

1. The name of this corporation is THE CAPTAIN'S BAKERY MIAMI, INC.

2. THE CAPTAIN'S BAKERY MIAMI, INC. elected to dissolve pursuant to the Unanimous Written Consent of its Sole Shareholder and Sole Director, which Written Consent was effective as of February 21, 2012. A copy of such Written Consent is attached hereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 30th day of JANUARY, 2012.



Horace C. Burrell, President

(Corporate Seal)

**UNANIMOUS WRITTEN CONSENT
OF THE
SOLE SHAREHOLDER AND SOLE DIRECTOR
OF
THE CAPTAIN'S BAKERY MIAMI, INC.**

The undersigned, being the sole Shareholder and the sole Director, respectively, of THE CAPTAIN'S BAKERY MIAMI, INC., a Florida corporation (hereinafter the "Corporation"), do hereby consent to the adoption and approval of the following resolutions:

Adoption of Plan of Complete Liquidation and Dissolution

WHEREAS, the sole Director of this Corporation deems it advisable and in the best interest of the Corporation and its Shareholder that the Corporation be completely liquidated and dissolved; and

WHEREAS, the sole Director finds that it is advisable to adopt a plan of complete liquidation in accordance with the requirements of the Internal Revenue Code of 1986, as amended; and

WHEREAS, the Shareholder of this Corporation deems it advisable and in its best interest that the Corporation be completely liquidated and dissolved in accordance with the Plan of Complete Liquidation presented to it by the Board of Directors of this Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of the Internal Revenue Code of 1986, as amended, and pursuant to the following Plan of Complete Liquidation:

1. The officers of the Corporation are authorized and directed to proceed promptly to wind up the Corporation's affairs by collecting all of its assets and paying or providing for the payment of all of its liabilities.

2. As soon as practicable, the officers of the Corporation shall wind up the affairs of the Corporation; pay or provide for the payment of any of its remaining liabilities; establish a reserve in a reasonable amount to meet any known liabilities and liquidating expenses, if they deem such a reserve to be desirable; and distribute to the sole Shareholder of the Corporation in cancellation of its shares, any remaining assets of the Corporation subject to any remaining unpaid liabilities.

3. If a reserve is established to meet claims against the Corporation, the officers of the Corporation shall arrange for the distribution of any unused balance of such reserve to the Shareholder as soon as practicable.

4. The officers of the Corporation are authorized and directed to file Form 966, Corporate Dissolution or Liquidation, with the Internal Revenue Service together with a certified copy of this Resolution, within 30 days after the date hereof.

5. The officers of the Corporation are authorized and directed to file such other forms and documents required by the State of Florida, including, but not limited to, Articles of Dissolution, and by the federal government, including tax returns, as soon as possible after distribution of the Corporation's remaining assets.

FURTHER RESOLVED, that the officers of the Corporation, be, and they hereby are, authorized and directed to execute whatever instruments and documents, and take whatever additional actions they deem necessary or appropriate to carry out the intent and accomplish the purposes of the foregoing Resolution.

Waiver of Other Requirements

RESOLVED, that the preparation of annual financial statements for the Corporation, within any specific period of time, for this and all prior years be, and it hereby is, waived.

Other Actions

RESOLVED, that any other actions taken by the Director and Officer of this Corporation since the execution of the last Written Consent of the Shareholder and Director be, and they hereby are, ratified, confirmed and approved.

Counterpart Execution

RESOLVED, that the sole Shareholder and the sole Director of the Corporation be, and each of them hereby is, authorized to execute this Written Consent in one or more counterparts and that, upon such execution by the sole Shareholder and the sole Director of this Corporation, this Written Consent be, and as of the effective date hereof, it hereby is, approved and adopted as the act and deed of the sole Shareholder and the sole Director of this Corporation.

Effective Date: February 21, 2012

THE CAPTAIN'S BAKERY LIMITED, Sole
Shareholder

By:

Horace G. Burrell, President

Horace G. Burrell, Sole Director