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Division of Corporations

GUNSTER, YOAKLEY

2001/004

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DISSOLUTION OR WITHDRAWAL
BUCKHORN COMMERCIAL GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APR 24 2012

**ARTICLES OF DISSOLUTION
FOR
BUCKHORN COMMERCIAL GROUP, INC.**

Pursuant to Section 607.1402 and Section 607.1403 of the Florida Statutes, this Florida profit corporation submits the following Articles of Dissolution:

Article I

The name of the corporation as currently filed with the Florida Department of State is **Buckhorn Commercial Group, Inc.** (the "Corporation").

Article II

The document number of the Corporation with the Florida Department of State is **P06000063908**.

Article III

The date the dissolution was authorized was **November 30, 2011**. The dissolution will be effective on the date of filing with the Florida Department of State.

Article IV

Upon written consent and resolution duly made and adopted on **November 30, 2011**, the sole shareholder and the Board of Directors authorized the dissolution of the Corporation.

IN WITNESS WHEREOF, this 23rd day of April, 2012

BUCKHORN COMMERCIAL GROUP, INC.

By: Michael Clarke
Michael Clarke, Director and President

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2012 APR 23 A 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**PLAN OF COMPLETE
LIQUIDATION AND DISSOLUTION**

This Plan of Complete Liquidation and Dissolution (the "Plan") of Buckhorn Commercial Group, Inc., a Florida corporation (the "Corporation"), is intended to effectuate the liquidation (including making adequate provisions for the liabilities of the Corporation) and dissolution of the Corporation.

1. **Approval of Plan.** This Plan shall be effective upon receiving the consent of the sole shareholder and sole director of the Corporation.
2. **Execution of the Plan.** Upon the Plan being approved and consented to pursuant to paragraph 1, the Corporation shall be deemed to:
 - (a) **Tax-Related Documents.** Authorize and direct its director to execute and file all forms, certificates, papers and any other documents as may be required by local, state and/or federal tax agencies before the Corporation may be dissolved.
 - (b) **Liquidation.** Authorize and direct its director to sell, exchange, or otherwise dispose of or reduce to cash all of the assets, properties or rights of the Corporation exclusive of any assets to be distributed in kind, pro rata, to the shareholders of the Corporation.
 - (c) **Provision for Obligations.** Authorize and direct its director to pay or make provision for the payment of all obligations and liabilities of the Corporation, including local, state and federal tax liabilities. The director shall also ascertain the extent of any contingent liabilities, if any, and where deemed necessary make provision for a reserve to ensure payment for such contingent liabilities.
 - (d) **Distribution of Assets.** Authorize and direct its director to make distributions to the sole shareholder of the assets of the Corporation either in kind or the proceeds resulting from the sale or other disposition of its assets, and/or rights in complete cancellation or redemption of all outstanding stock of the Corporation. Such distributions are to be made only from such assets, properties and rights of the Corporation as remain after provision has been made to pay all of the liabilities of the Corporation, including any reserve established to meet contingent liabilities.
 - (e) **Withdrawal from Other Jurisdictions.** Authorize and direct its director to withdraw the Corporation from all jurisdictions in which it is qualified to do business.

The liquidation shall be completed within the one (1) year period following the adoption of the Plan of Liquidation.

3. Authorization of All Necessary Acts. The director of the Corporation is further authorized and directed to adopt all resolutions, execute and file all certificates, documents, forms and papers, and to take all other actions they deem necessary or desirable for the purposes of carrying out this Plan and effecting the complete liquidation of the Corporation's assets, winding up its business and affairs and effecting its dissolution.

IN WITNESS WHEREOF, the undersigned hereby executes this Plan of Complete Liquidation And Dissolution effective as of this 23rd day of April, 2012

BUCKHORN COMMERCIAL GROUP, INC.

By: 
Michael Clarke, Director and President