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C. GOLDEN

AUG 12 2020

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FORD OF CLERMONT INC

Signature _____

Requested by: Seth

Name _____

Date _____

Time _____

Walk-In _____

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____ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

____ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

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____ UCC 1 or 3 File _____

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

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August 7, 2020

CAPITAL CONNECTION, INC.

SUBJECT: FORD OF CLERMONT, INC.
Ref. Number: P06000109891

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please include the exhibit(s) referred to in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden
Regulatory Specialist II

Letter Number: 620A00014894

**ARTICLES OF DISSOLUTION OF
FORD OF CLERMONT, INC.**

2020 JUL 11 AM 8:12

I. The name of this Corporation is FORD OF CLERMONT, INC., which was duly incorporated on August 23, 2006, by the State of Florida.

II. A Resolution and Written Consent of the Shareholders and Directors of the Corporation authorized the dissolution of the Corporation on July 27, 2020.

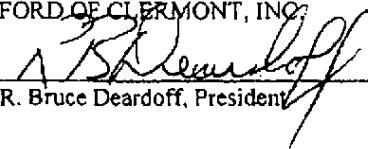
III. In accordance with the *Florida Business Corporation Act*, the number of votes cast by the Shareholders of the Corporation was sufficient to approve all actions taken on behalf of the Corporation by the officers, Directors and Shareholders to dissolve the Corporation.

IV. The Corporation has elected to dissolve on the unanimous consent of its Shareholders and Directors, a true copy of the Resolution of FORD OF CLERMONT, INC., the Written Consent in Lieu of a Meeting of Directors and Shareholders being duly attached hereto and incorporated by reference herein as Composite Exhibit A.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Dissolution on the 27 day of July 27, 2020, in Brevard County, Florida.

FORD OF CLERMONT, INC.

By:


R. Bruce Deardoff, President

**CERTIFIED COPY OF THE RESOLUTION OF
FORD OF CLERMONT, INC.**

I, R. Bruce Deardoff, President of FORD OF CLERMONT, INC., hereby certify, that the following resolutions were unanimously adopted by the sole Shareholder and sole Director of the Corporation by Written Consent dated July 27, 2020.

RESOLVED, that the Corporation be liquidated in accordance with the applicable provisions of *The Internal Revenue Code of 1986*, as determined by the accountant for the Corporation; and


FURTHER RESOLVED, that in accordance with such Plan of Liquidation, the officers, directors and the accountant for the Corporation be and they hereby are authorized and directed to:

- (1) Liquidate the Corporation in accordance with the applicable provisions of *The Internal Revenue Code of 1986*, as determined by the accountant for the Corporation;
- (2) File Form 966 within thirty (30) days after the date hereof with the District Director of the Internal Revenue Service at Chamblee, Georgia, together with a copy of this Consent;
- (3) Transfer all assets of the Corporation to the Shareholders of the Corporation;
- (4) Distribute all the assets subject to any unpaid liabilities and reduction and cancellation of all the outstanding stock of the Corporation;
- (5) File a Certificate of Dissolution with the Secretary of State of Florida;
- (6) File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns as soon as possible after the distribution of the Corporate assets;
- (7) Provide for the payment of any indebtedness owed by the Corporation to any creditors or lienors.

FURTHER RESOLVED, that all actions taken on behalf of this Corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the Corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

Dated: July 27, 2020

(Seal)


R. Bruce Deardoff, President

**WRITTEN CONSENT IN LIEU OF MEETING
OF THE BOARD OF DIRECTORS OF
AND SHAREHOLDERS OF
FORD OF CLERMONT, INC.**

Pursuant to Florida Statutes Sections 607.0821 and 607.0704, the undersigned, being all of the members of the Board of Directors and the sole Shareholder of FORD OF CLERMONT, INC. (the "Corporation"), individually and collectively consent, in lieu of a meeting, by this writing effective as of the last date this document is signed by the signatory hereto, to take the following actions, adopt the following resolutions, and transact the following business of the Corporation:

- (1) Liquidate the Corporation in accordance with the applicable provisions of *The Internal Revenue Code of 1986*, as determined by the accountant for the Corporation;
- (2) File Form 966 within thirty (30) days after the date hereof with the District Director of the Internal Revenue Service at Chamblee, Georgia, together with a copy of this Consent;
- (3) Transfer all assets of the Corporation to the Shareholder of the Corporation;
- (4) Distribute all the assets subject to any unpaid liabilities and reduction and cancellation of all the outstanding stock of the Corporation;
- (5) File a Certificate of Dissolution with the Secretary of State of Florida;
- (6) File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns as soon as possible after the distribution of the Corporate assets; and
- (7) Provide for the payment of any indebtedness owed by the Corporation to any creditors or lienors; and

In furtherance of the foregoing, the following resolutions are hereby adopted and approved:

RESOLVED, that officers of the Corporation are authorized to execute, deliver and perform for and on behalf of the Corporation, all such agreements, documents and instruments and take all such action as may be necessary or appropriate to liquidate the Corporation; and further

RESOLVED, that the signing of this Consent shall constitute full ratification of all actions contemplated herein; and further

RESOLVED, that the officers of the Corporation are hereby authorized and directed to do all things, take all actions, and execute, deliver and file all documents and instruments, in the name and on behalf of the Corporation, as may be determined by any such officer to be necessary or convenient in effecting the foregoing resolutions and the transactions contemplated thereby (such determination to be conclusively evidenced by the taking or execution thereof by such officer); and further

RESOLVED, that this action by consent shall be effective as of the date of execution hereof and shall be delivered to the Secretary of the Corporation for inclusion in the Corporation's minutes or filing with the Corporation's records.

Execution of this certificate by the undersigned, being all of the members of the Board of Directors and a majority of the Shareholders of the Corporation, pursuant to Sections 607.0704 and 607.0821, respectively of the *Florida Business Corporation Act*, and the subsequent insertion of this certificate in the minute book of the Corporation, waive any requirement of a formal meeting of the Shareholders and the Board of Directors to conduct the business referred to herein.

7/29/20
Date

7/29/20
Date

R. Bruce Deardoff
R. Bruce Deardoff
Director

R. Bruce Deardoff
R. Bruce Deardoff, as Co-Trustee of
the R. Bruce Deardoff Revocable Trust
u/d March 25, 2002, shareholder

**PLAN OF LIQUIDATION AND DISTRIBUTION
OF ASSETS OF FORD OF CLERMONT, INC.**

Authorization for Dissolution

1. Pursuant to a written consent of even date herewith, a majority of the owners of the outstanding common stock of the Corporation and all of the members of the Board of Directors of the Corporation adopted a resolution that the Corporation be dissolved.

Approval and Adoption of the Plan

2. The Board of Directors of the Corporation has determined that it is in the best interests of the Corporation and of its shareholders that the liquidation of the Corporation and the distribution of its assets be made pursuant to a formal, written plan of liquidation and distribution, under which **FORD OF CLERMONT, INC.**, a Florida corporation shall be completely liquidated and dissolved, all of its known debts and liabilities shall be paid or otherwise provided for, and all of its remaining property and assets shall be distributed to its shareholders, according to their respective interests, in complete redemption and cancellation of all of the Corporation's shares. This plan shall become effective on the date set forth below, as approved by the vote or written consent of the Board of Directors. The date of Board approval and adoption of the plan is hereinafter called the "Effective Date."

Cessation of Business

3. After the Effective Date, the Corporation shall cease to carry on business, except to the extent necessary to properly wind up its affairs and to preserve the value of its business and assets pending liquidation and distribution. If necessary, the Corporation shall maintain a bank account to provide for the receipt and payment of receivables and payables.

Sale of Assets

4. After the Effective Date, the Board of Directors and the Officers of the Corporation may sell all of the assets of the Corporation or distribute them in kind to the shareholders. Any sales shall be made on the terms and conditions and for the consideration that the Board deems reasonable and in the best interests of the Corporation and of its shareholders. The Board of Directors and the officers of the Corporation may execute any instruments that are necessary to transfer title to the property and assets.

Payment of Debts and Liabilities

5. Prior to making any distribution of corporate assets to the shareholders, the Board of Directors and the officers shall pay all of the known or ascertainable debts and liabilities of the Corporation.

The Corporation may set aside a sum of cash to be used for the payment of unascertained or contingent liabilities and expenses of the Corporation, including liabilities for taxes and expenses of liquidation and dissolution. Any amount remaining in the reserve fund after payment of these liabilities and expenses shall be distributed to the shareholders according to their respective interests.

Distribution of Assets

6. After payment of, or provision for, all of the known debts and liabilities of the Corporation, the Board of Directors and officers of the Corporation shall distribute the remaining corporate assets to the shareholders of record in the following manner: (1) with respect to any cash, by distributing to each shareholder a proportion of the cash equal to the proportion that the shares owned by the shareholder on the Effective Date bears to the total issued and outstanding shares of the Corporation; and (2) with respect to assets other than cash, by distributing to each shareholder an undivided interest in each of the assets equal to the proportion that the shares owned by the shareholder on the Effective Date bears to the total issued and outstanding shares of the Corporation.

This distribution shall be made to the shareholders on the following conditions: (1) that, on demand made by the Board of Directors, each shareholder properly endorse and surrender, for cancellation, the certificate or certificates evidencing ownership of the shareholder's shares; and (2) that the distribution shall be in complete satisfaction of the rights of each shareholder as a shareholder of the Corporation.

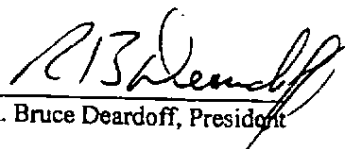
Powers of Directors and Officers

7. The Board of Directors and the officers of the Corporation shall carry out the provisions of this plan and shall take all actions that are necessary or advisable to effect the complete liquidation of the Corporation and its dissolution, including the execution of such instruments as may be required to vest title to the assets in the shareholders and the execution of all documents required by law to be filed to effect the dissolution of the Corporation.

Effective Date

8. The Effective Date of this Plan shall for all purposes be July 28, 2020 notwithstanding any date of execution or filing; and in no event shall the liquidation continue beyond September 1, 2020, without the express authorization of the Board of Directors.

The undersigned President has executed this Plan of Liquidation and Dissolution on behalf of the Corporation this 27th day of July, 2020.


R. Bruce Deardoff, President

July 27, 2020

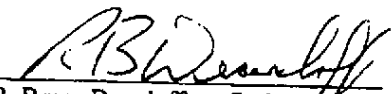
Dear Corporate Secretary:

Pursuant to the plan of liquidation adopted by FORD OF CLERMONT, INC. ("Corporation") on July 27, 2020 I hereby tender for cancellation all certificate(s) for the shares of the Corporation currently standing in my name in exchange for the liquidating distributions in complete liquidation of my stock interest in the Corporation as represented by those certificates. I appoint the Secretary of the Corporation as my attorney in fact solely for the purpose of endorsing over the certificates in furtherance of the foregoing. I represent that I have full power and authority to convey the certificates and the interest represented thereby, free from any claim, lien, or encumbrance whatsoever. I further agree and acknowledge that the distribution shall be in complete satisfaction of my rights as a shareholder of the Corporation.

Percentage of Outstanding
Shares on the Books of FORD OF CLERMONT, INC.

100%

Registered Owner


R. Bruce Deardoff, as Co-Trustee of
the R. Bruce Deardoff Revocable Trust
u/d March 25, 2002