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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FL 2-9-11

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Dissolution of McHenry & Sons, Inc.

DOCUMENT NUMBER: P06000111874

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Diane L. Strickland

(Name of Contact Person)

The Keane Law Firm

(Firm/Company)

1000 SE Monterey Commons Blvd. Suite 202

(Address)

Stuart, FL 34996

(City/State and Zip Code)

For further information concerning this matter, please call:

Diane L. Strickland

(Name of Contact Person)

at (772) 288-0000

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$35 Filing Fee ☒ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF DISSOLUTION

To the Secretary of State of Florida:

The undersigned Directors of McHenry & Sons, Inc., in compliance with the provisions of F.S. 607.14034, hereby give notice of the dissolution of the corporation and certify that:

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TALLAHASSEE, FLORIDA

1. Name

The name of this corporation is: McHenry & Sons, Inc.

2. Principal Office

The place of its principal office was formerly 3175 Sussex Way, Vero Beach, Florida 32966, but is now 720 Sunset Cove, Madeira Beach, Florida 33708.

3. Notice to Shareholders

(a) The meeting of the Directors of this corporation at which the dissolution was authorized was held on January 19, 2011, in Madeira Beach, Florida and a meeting of the Shareholders of this corporation at which this dissolution was authorized was held on January 19, 2011, in Madeira Beach, Florida.

(b) The notice of such Shareholders' meeting is as follows:

"Pursuant to a resolution duly offered and adopted by the board of Directors of McHenry & Sons, Inc. at a regular meeting of the board, held at Madeira Beach on January 19, 2011, and entered in the minute book of the corporation as part of the proceedings of the meeting, notice is hereby given that a special meeting of the Shareholders of the corporation is hereby called, and was held on January 19, 2011, at Madeira Beach for the purpose of considering and acting on a proposition to dissolve the corporation, wind up its business, and dispose of its assets".

(c) A copy of the notice was delivered by the secretary to each Shareholder of record entitled to vote at such meeting at such address as appears upon the records of the corporation on January 19, 2011, with all shareholders waiving Notice requirements of the meeting.

4. Resolution of Shareholders

The resolution of the Shareholders authorizing the dissolution of the corporation is as follows:

"Whereas, a special meeting of the Shareholders of McHenry & Sons, Inc. was held on January 19, 2011, in Madeira Beach, Florida and

"Whereas, the secretary of the corporation reported that 100% shares of the outstanding stock of the

corporation were represented in person or by proxy, being 100% of the total stock outstanding; and

"Whereas, the secretary presented the resolution that had been adopted at a meeting of the board of Directors held on January 19, 2011, which resolution provided that the corporation go into liquidation, dispose of its assets, wind up its affairs, be dissolved, and the charter thereof be surrendered and canceled;

"After full consideration of the Directors' resolution and on motion duly made and seconded, the Shareholders have:

"RESOLVED, that McHenry & Sons, Inc., a corporation chartered by the State of Florida, be completely liquidated at the earliest practicable date, that all debts of the corporation be paid and the remaining cash together with securities owned, or the cash realized from the sale thereof, be distributed pro rata to its Shareholders, and that all other assets of the corporation be disposed of as soon as practicable and the proceeds therefrom, after payment of any remaining liabilities, be distributed pro rata to the Shareholders on surrender by the Shareholders to the corporation of all the outstanding stock thereof.

"FURTHER RESOLVED, that the officers of the corporation be authorized and directed to take immediate steps to complete the liquidation of the corporation so that its assets or the proceeds therefrom can be distributed to its Shareholders, and that promptly thereafter steps be taken to surrender the charter and franchise of the corporation to the State of Florida and to dissolve the corporation.

"FURTHER RESOLVED, that the corporation cease the transaction of all business as of this date, except such as may be necessary or incidental to the complete liquidation thereof and the winding up of its affairs, including the payment of any obligations of the corporation now outstanding and any expenses incident to the liquidation thereof".

5. Vote of Shareholders

The resolution set forth above was adopted in the manner set forth in these articles and the vote by which it was adopted is as follows:

Number of shares entitled to vote: 10,000

Number of shares voting in the affirmative: 10,000

Number of shares voting in the negative: 0

6. Directors and Officers

The names and addresses of the then existing Directors of this corporation are as follows:

Jonathan McHenry Director 720 Sunset Cove, Madeira Beach, Florida 33708

Edward H. McHenry Director 720 Sunset Cove, Madeira Beach, Florida 33708

7. Debts and Liabilities of Corporation

A complete, itemized list of all of the corporate debts and liabilities owing to creditors of the corporation existing at the time of the adoption of such resolution and thereafter incurred, and the date and manner of payment of each such debt and liability is as follows:

Name of Creditor

None -- No debt of the Corporation remains unpaid

8. Assets and Properties of Corporation

The net assets of the corporation will be distributed to the Shareholders.

9. Incorporation

This corporation was incorporated under the laws of the State Florida, by the filing of its Articles of Incorporation with the Secretary of State, on August 28, 2006.

10. Submission of Dissolution Resolution to Shareholders

The resolution of dissolution was submitted to the Shareholders in the manner required by the laws of the State of Florida. The shares voting in respect of dissolution are in compliance with the laws of the State of Florida.

11. Solvency of Corporation

This corporation was solvent at the date its dissolution was effected.

Dated: Feb 2, 2011

By:

Jonathan R. McHenry
Jonathan R. McHenry, VSD
McHenry & Sons, Inc.

STATE OF FLORIDA
COUNTY OF PINELLAS

This instrument was acknowledged before me on this 2 day of Feb, 2011 by
Jonathan R. McHenry.

Kelly M Jayne
Notary Public - State of Florida



Dated: Feb 2, 2011

By:

Edward H. McHenry
Edward H. McHenry
McHenry & Sons, Inc.

STATE OF FLORIDA
COUNTY OF PINELLAS

This instrument was acknowledged before me on this 2 day of Feb, 2011 by
Edward H. McHenry.

Kelly M Jayne
Notary Public - State of Florida

