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Division of Corporations

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Florida Department of State
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Division of Corporations
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From:

Account Name : CONTRACTORS REPORTING SERVICES, INC.
Account Number : I20050000099
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

DISSOLUTION OR WITHDRAWAL
ACMJ REFRIGERATION & AIR CONDITIONING, INC

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: DISSOLUTION OF CORPORATION

DOCUMENT NUMBER: P06000154110

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

Please return all correspondence concerning this matter to the following:

CLAYTON FILLYAW

(Name of Contact Person)

ACMJ REFRIGERATION & AIR CONDITIONING, INC.

(Firm/Company)

6014 IRBY LN W

(Address)

LAKELAND, FL 33811

(City/State and Zip Code)

For further information concerning this matter, please call:

CLAYTON FILLYAW

(Name of Contact Person)

at (863) 712-3541

(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

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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:
ACMJ REFRIGERATION & AIR CONDITIONING, INC.

SECOND: The document number of the corporation (if known): **P06000154110**

THIRD: The date dissolution was authorized: **8-9-07**
Effective date of dissolution if applicable: _____
(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

N/A
(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)

CLAYTON FILLYAW

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

Filing Fee: \$35

**SPECIAL JOINT MEETING OF SHAREHOLDERS AND DIRECTORS
OF ACMJ REFRIGERATION & AIR CONDITIONING, INC.,**

A Special Joint Meeting of the Shareholders and Directors of ACMJ REFRIGERATION & AIR CONDITIONING, INC., P.A., is formalized, effective August 9th, 2007, pursuant to the attached waiver of Notice.

Clayton Fillyaw., President of the Corporation, acted as Chairman of the meeting, and ACMJ REFRIGERATION & AIR CONDITIONING, INC., Secretary of the Corporation, recorded this resolution.

The Chairman advised the Shareholders and Directors of the need to adopt this resolution for the complete liquidation of the Corporation effective on or before August 9th, 2007 and that it is in the best interests of the Corporation to wind down its business and liquidate its assets. After full discussion, on motion duly made, seconded, and unanimously adopted, it was

RESOLVED, that this resolution constitute a complete plan of liquidation and the same is, hereby adopted and effective on or before August 9th, 2007

**PLAN OF COMPLETE LIQUIDATION
UNDER SECTION 336, INTERNAL REVENUE CODE**

A. Upon the completion of the liquidation of the Corporation's assets, the Corporation shall cease all operations and wind up its business. The Corporation shall proceed to collect its receivables and pay its payables, including payment of any outstanding loans.

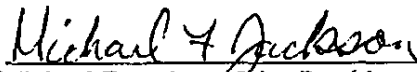
B. Upon receipt of all receivables and payment of all debts, the Corporation shall distribute its remaining assets to its Shareholders in complete exchange for the shares of stock held by the Shareholders. This transaction shall consummate complete liquidation of this Corporation.

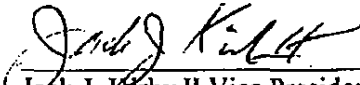
C. The officer of this corporation is hereby empowered and instructed to take such action as is necessary to effectuate this Plan of Complete Liquidation, including, without limitation, the preparation and filing with Internal Revenue Service of any papers or documents which may be necessary of appropriate.

D. The complete dissolution of this Corporation is to occur as soon as practicable, it being the intention of this Corporation to qualify this liquidation under Section 336 of the Internal Revenue Code of 1986, as amended, and the Officer of this Corporation is authorized and instructed to take any and all necessary or appropriate action to qualify the liquidation under said Section 336 of the Internal Revenue Code.

There being no further business to come before the meeting, it was, upon duly made and seconded, adjourned.


Clayton K. Fillyaw President, Secretary, Treasurer
Shareholder and Director


Michael F. Jackson, Vice President,
Shareholder and Director


Jack J. Kirby II Vice President,
Shareholder and Director