

P10000048025

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS
16 APR 29 PM 2:21

MAY - 2 2016

C LEWIS



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 7, 2016

INCLEMENTWEAR, INC. / MARTIN STEBBINS
2687 AMBERLY LANE
TROY, MI 48084 US

SUBJECT: INCLEMENTWEAR, INC.
Ref. Number: P10000048025

We have received your document for INCLEMENTWEAR, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

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

Carolyn Lewis
Regulatory Specialist II

Letter Number: 116A00007094

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:
InclementwearInc.

SECOND: The document number of the corporation (if known): P10000048025

THIRD: The date dissolution was authorized: December 30, 2015

Effective date of dissolution if applicable: _____
(no more than 90 days after dissolution file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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

all shareholders
(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)

~~Martin Stobbins~~

Wendy Heller

(Typed or printed name of person signing)

~~President~~

Partner

(Title of person signing)

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SECRETARY OF STATE

Filing Fee: \$35

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Notice of Corporate Dissolution

16 APR 28 PM 2:21

This notice is submitted by the dissolved corporation named below for resolution of payment of unknown claims against this corporation as provided in s. 607.1407, F.S.

This "*Notice of Corporate Dissolution*" is optional and is not required when filing a voluntary dissolution.

Name of Corporation: Inclementweatnc.

Date of dissolution will be the date the dissolution is filed with the Department of State or as specified in the *Articles of Dissolution*.

Description of information that must be included in a claim:

1. The name, current address, current telephone number and current e-mail address for each claimant

2. The date(s) the claim accrued.

3. A description of the basis of the claim and the amount of the claim.

4. Any documents evidencing the claim in the possession of the claimant.

Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations)

Martin Stebbins

2687 Amberly Lane

Troy, MI 48084

A claim against the above named corporation will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.

Martin Stebbins

Printed Name of the Person Filing



Signature of the Person Filing

Fee: No charge if included with Articles of Dissolution. If filed separately \$35.00

Inclementwear, Inc.
A Florida Corporation

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DIVISION OF CORPORATIONS

16 APR 28 PM 2:21

PLAN OF DISSOLUTION

Date: December 31, 2015

Re: Plan of Dissolution

THE UNDERSIGNED, being all the directors and shareholders of Inclementwear, Inc., a Florida corporation (the "Corporation"), hereby consent to and approve the following Plan of Dissolution Sections 607.0704 and 607.1402 of the Florida Business Corporation Act.

1. **Plan.** Inclementwear, Inc. shall be completely liquidated and dissolved, all of its known debts and liabilities to third parties 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 filing of Article of Dissolution with the Secretary of State of Florida by the President of the Corporation, the "effective date".

2. **Cessation of Business.** 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.

3. **Payment of Debts and Liabilities.** Prior to making distribution of the 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 to third parties.

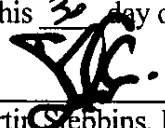
The Corporation shall set aside the sum of \$ 8,000 to be used for the payment of unascertained or contingent liabilities and expenses of the Corporation, including liabilities for taxes and expenses of liquidation and dissolution. Any amount remaining in the reserve fund after payment of these liabilities and expenses shall be distributed to the shareholders according to their respective interests.

Any moneys loaned by the shareholders by means of notes or by means of personally guaranteeing loans to the corporation shall be written off. Loans guaranteed by a shareholder shall become the burden of the guaranteeing shareholder. It is agreed that any moneys loaned and guaranteed by shareholders in not recoverable.

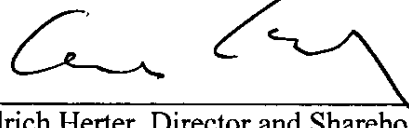
The final distribution, if applicable, shall be made to the shareholders on the following conditions: (1) that, on demand made by the Board of Directors, each shareholder properly endorse and surrender, for cancellation, the certificate or certificates evidencing ownership of the shareholder's shares; (2) that the distribution shall be in complete satisfaction of the rights of each shareholder as a shareholder of the Corporation; and (3) that the Shareholder's assume any outstanding obligations of the Corporation, only to the extent of the distribution made to them hereunder.

4. **Powers of Directors and Officers.** 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.

EXECUTED by the undersigned, as all of the Directors and Shareholders of the Corporation
on this 30 day of Dec, 2015.



Martin Stebbins, Director and Shareholder



Ulrich Herter, Director and Shareholder