

P10000049378

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

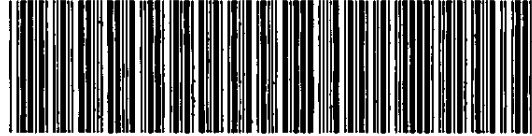
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
16 MAY 23 11 08:21

MAY 24 2016
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EDWARD B. WHITTEMORE
860.240.6075 DIRECT TELEPHONE
860.240.5875 DIRECT FACSIMILE
EWHITTEMORE@MURTHALAW.COM

May 19, 2016

VIA UPS NEXT DAY AIR

Ms. Stacey Warren
Florida Department of State
Registration Section
Division of Corporation
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Dissolution of O&G Industries, Inc., a Florida corporation ("O&G Florida")
and Registration of O & G Industries, Inc., a Connecticut corporation
("O&G Connecticut")

Dear Stacey:

In accordance with our telephone conversation on Tuesday, May 17, 2016, I have enclosed the following documents:

1. Articles of Dissolution of O&G Florida to be filed pursuant to Section 607.1403 of the Florida Business Corporation Act ("FBCA"), together with a \$35.00 check to cover the filing fee; and
2. Application by Foreign Corporation for Authorization to Transact Business in Florida for O&G Connecticut to be filed pursuant to FBCA Section 607.1503, together with a certificate of legal existence issued by the Secretary of the State of the State of Connecticut, a copy of the electronic Articles of Incorporation of O&G Florida filed with your office on June 10, 2010, and a check for \$70.00 to cover the filing fee.

As we discussed in our telephone conversation, O&G Connecticut had intended to qualify as a foreign corporation in Florida in June 2010. With the assistance of CT Corporation System, Articles of Incorporation were filed online on June 10, 2010 incorporating O&G Industries, Inc. as a Florida corporation. The principals of O&G Connecticut were unaware of the mistake and had, in fact, filed annual reports

Stacey Warren
May 19, 2016
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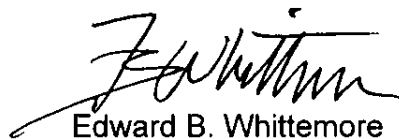
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consistently since 2010 assuming that the annual reports were being filed for O&G Connecticut. In fact, the annual reports filed for O&G Florida contained the Employer Identification Number for O&G Connecticut. Only recently did it come to the attention of an officer of O&G Connecticut that the mistake had occurred, and our firm was asked to intercede on its behalf.

I understand that you will take the following actions: (i) file the Articles of Dissolution for O&G Florida and, immediately thereafter, (ii) file the Application by Foreign Corporation for Authorization to Transact Business in Florida for O&G Connecticut. You also indicated in our telephone call that there would be no penalties or interest assessed to O&G Connecticut because the actions taken in 2010 to form a Florida corporation rather than qualify a Connecticut corporation were unintentional and because O&G Connecticut submitted timely annual reports on behalf of O&G Florida and paid the associated filing fees for each of the years 2010-2015.

I appreciate all of your help in resolving this matter. If you have any questions or concerns, please call me at (860) 240-6075 or contact me via email at: ewhittemore@murthalaw.com.

Very truly yours,



Edward B. Whittemore

Enclosures

cc: Mr. Richard J. Hall
Mr. Matthew Oneglia

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

STATE OF FLORIDA
DIVISION OF CORPORATIONS
16 MAY 23 04:08:33

FIRST: The name of the corporation as currently filed with the Florida Department of State:
O&G Industries, Inc.

SECOND: The document number of the corporation (if known): P10000049378

THIRD: The date dissolution was authorized: May 19 2016

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

(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)

Richard J. Hall

(Typed or printed name of person signing)

Chief Financial Officer

(Title of person signing)