

P92000009674

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December 30, 1998

Division of Corporations
George Firestone Building
Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

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-12/30/98--01042--007
*****43.75 *****43.75

To Whom It May Concern:

Please find for filing ARTICLES OF DISSOLUTION and a check in the amount of \$43.75, for filing fees and to obtain a CERTIFICATE OF STATUS for the following entity:

WINTERGATE PROPERTIES, INC.

Document Number: P92000009674

Please call Beth Herzog at 222-7717 when the document is ready.

Very truly yours,

Kelly B. Plante
Kelly B. Plante

KBP/srd
Enclosure
GHRCORP/GHR.40

VS DEC 31 1998

Vold's

RECEIVED
98 DEC 30 AM 11:09
FILED
98 DEC 30 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
OF
WINTERGATE PROPERTIES, INC.
A Florida Corporation

FILED
98 DEC 30 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is WINTERGATE PROPERTIES, INC.

ARTICLE II - DATE DISSOLUTION WAS AUTHORIZED

The dissolution of this Corporation was authorized on July 21, 1998.

ARTICLE III - SHAREHOLDER APPROVAL

Dissolution was approved by all of the shareholders of this Corporation and therefore the number cast for approval was unanimous and thereby sufficient within the meaning of Section 607.1403(1)(c), Florida Statutes.

ARTICLE IV - JOINT WRITTEN ACTION

A copy of the Joint Written Action of the Board of Directors and Shareholders of this Corporation approving the Plan of Complete Liquidation and Dissolution of this Corporation executed by the Directors and Shareholders is attached hereto.

WINTERGATE PROPERTIES, INC.

By: William C. Demetree
William C. Demetree, President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 21 day of July, 1998, by William C. Demetree, as President of WINTERGATE PROPERTIES, INC., a Florida corporation.



Signature of Notary Public

AFFIX NOTARY STAMP

(Print Notary Name)

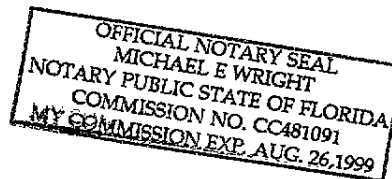
My Commission Expires: _____

Commission No.: _____

☒ Personally known, or

☐ Produced Identification

Type of Identification Produced _____



JOINT WRITTEN ACTION
OF THE SHAREHOLDERS
AND BOARD OF DIRECTORS OF
WINTERGATE PROPERTIES, INC.

The undersigned, being all of the members of the Board of Directors, and representing all of the outstanding stock of WINTERGATE PROPERTIES, INC., a Florida corporation (hereinafter referred to as the "Corporation"), hereby take the following written action in lieu of holding a meeting regarding same, all pursuant to the terms of Sections 607.0821 and 607.0704, Florida Statutes:

WHEREAS, the Directors of the Corporation have recommended dissolution to the Shareholders of the Corporation;

WHEREAS, the Shareholders of the Corporation have determined that it is in the best interest of the Corporation that the Corporation be dissolved and liquidated.

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended; and be it

FURTHER RESOLVED, that the Corporation be completely dissolved in accordance with the provisions of Sections 607.1402 and 607.1403, Florida Statutes.

FURTHER RESOLVED, that the Directors and President of the Corporation are hereby authorized and directed to see that the following steps are undertaken in accordance with the following Plan of Complete Liquidation and Dissolution:

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

1. WINTERGATE PROPERTIES, INC., a Florida corporation (hereinafter referred to as the "Corporation"), has issued and outstanding two hundred (200) shares of common stock having a par value of \$1.00 per share. The Corporation will cease to carry on its business, except insofar as may be necessary to wind up its affairs within the meaning of Section 607.1405, Florida Statutes, and will after the sale of all of its assets to Mary L. Demetree and Sara N. Demetree, Co-Trustees of the William C. Demetree Irrevocable Living Trust Agreement dated April 15, 1968, liquidate and distribute all of its assets in complete liquidation, within the meaning of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended, less any assets retained to meet claims, beginning on July 21, 1998, the effective date of the complete liquidation and dissolution of the Corporation.

2. The Directors and President of the Corporation are authorized to proceed as far as possible to collect all sums due the Corporation and to settle any claims against the Corporation and pay all liabilities.

3. The Directors and President of the Corporation are authorized to distribute all the assets of the Corporation in cash or in kind in one distribution or a series of distributions in complete liquidation in full payment in exchange for the stock of the Shareholders, retaining such assets as are necessary to meet claims or liabilities of the Corporation.

4. Within thirty (30) days after this Plan of Complete Liquidation and Dissolution is adopted, counsel for the Corporation shall file Form 966 with the District Director of Internal Revenue, Atlanta, Georgia, together with a certified copy of this resolution.

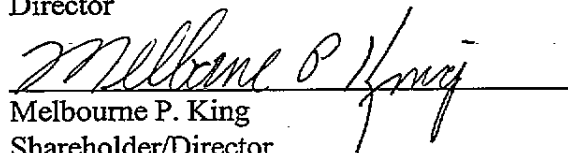
5. The Directors and President of the Corporation are authorized to file all other forms and documents required by the State of Florida and the Federal Government, including tax returns, as soon as possible after distribution of the assets of the Corporation.

6. The Directors and President of the Corporation are authorized, empowered and directed to do any and all other things in its name and behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this Plan of Complete Liquidation and Dissolution. The Directors, officers and agents of the Corporation shall be held harmless by the Corporation for any action under this Plan of Complete Liquidation and Dissolution taken in good faith, and any expense or liability so incurred by them in connection therewith shall be that of the Corporation.

The undersigned hereby approve and adopt the foregoing written action this 21 day of July, 1998.



William C. Demetree
Director



Melbourne P. King
Shareholder/Director