

P930000009062

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

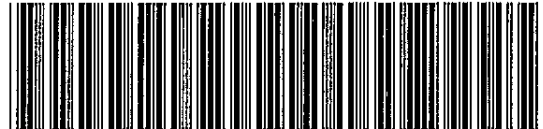
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700057845367

08/05/05--01001--010 **35.00

FILED
05 AUG -4 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
05 AUG -4 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/5/05

SP / JK
Amended + Restated
ARTS OF DISS.

James R. Brewster
Requester's Name
547 N. Monroe St
Address
#203 Tallahassee 32301
City/State/Zip Phone #
561-1037

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

05 AUG -4 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

- ☐ Walk in ☒ Pick up time ☐ Certified Copy
☐ Mail out ☒ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

JAMES R. BREWSTER, ATTORNEY
547 NORTH MONROE STREET
SUITE 203, THE WALKER BUILDING
TALLAHASSEE, FLORIDA 32301

FLORIDA BAR BOARD CERTIFIED TAX LAWYER
MEMBER OF FLORIDA AND ALABAMA STATE BARS

TELEPHONE (850) 561-1037
TELECOPIER (850) 681-0560

FLORIDA CERTIFIED PUBLIC ACCOUNTANT
MEMBER OF AMERICAN AND FLORIDA INSTITUTE OF CPAs

August 4, 2005

Ms. Susan Payne
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 323999

VIA HAND DELIVERY

RE: Correction of the Articles of Dissolution of
Seminole Truck & R.V. Service, Inc.
Previously filed on December 3, 2004

Dear Ms. Payne:

This letter will confirm our conversation regarding the enclosed AMENDED AND RESTATED ARTICLES OF DISSOLUTION OF SEMINOLE TRUCK & R.V. SERVICE, INC.

As you know, Seminole Truck & R.V. Service, Inc. ("the Corporation") has been dissolved for some time. Nevertheless, the Department of Revenue ("DOR") is conducting a sales tax audit regarding the entity, now that it is no longer in business. In my current representation of Jim Dove, as the former shareholder of the dissolved Corporation, the auditor for DOR in essence pointed out the fact that Mr. Dove had incorrectly completed the Secretary of State's form "Articles of Dissolution". As one example, the Articles of Dissolution clearly state that none of the Corporation's shares were ever issued. After the representative of DOR hung up on me, saying he could not speak to me, as it was impossible for me to represent Mr. Jim Dove in his shareholder capacity (given that he had stated in the erroneous Articles of Dissolution that no shares had ever been issued by the Corporation), I decided that the best way to address this problem was to correct the Articles of Dissolution via the attached Amendment and Restatement (which attempts to correct all the errors that Mr. Dove inadvertently made in the initial Articles of Dissolution).

Hopefully, after the filing of the enclosure by your Department, DOR will be able to legally discuss this matter with me, as the lawyer for Jim Dove as the former officer, director and shareholder of the defunct entity.

6. All known liabilities and obligations of the Corporation (as of December 2, 2004) had been paid or discharged².

7. There are/were no remaining assets; as such, there will not be, was not, any distribution to the Corporation's sole Shareholder, who's stock in the Corporation is accordingly rendered worthless.

8. The Corporation is now defunct and insolvent.

9. Except as otherwise set forth herein to the contrary, there are no actions pending against the Corporation in any court.

10. The Corporation elected on December 2, 2004 to dissolve by unanimous written consent of its sole Director and Shareholder, and such written consent has now been signed and re-affirmed by the sole Director and the sole Shareholder of the Corporation. A copy of the written consent is attached to these Articles.

SEMINOLE TRUCK & R.V. SERVICE, INC.

By: James L. Dove
James L. Dove
President

Date: April 1, 2005.

Nunc Pro Tunc 12/02/04

² Subsequent to the initial Articles of Dissolution, both the IRS and the Florida Department of Revenue had alleged a tax deficiency against the insolvent Corporation.

AMENDED AND RESTATED ARTICLES OF DISSOLUTION
OF
SEMINOLE TRUCK & R.V. SERVICE, INC.¹

FILED
05 AUG -4 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Department of State
Tallahassee, Florida 32314

DATE PAID: _____
FILING FEE: \$ _____

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act (i.e., Fla. Stat. § 607.1403), Seminole Truck & R.V. Service, Inc. ("the Corporation") adopts the following amended and restated Articles of Dissolution for the purpose of correctly dissolving the Corporation:

1. The name of the Corporation is Seminole Truck & R.V. Service, Inc.

2. The name and respective address of the sole officer of the Corporation is as follows:

Mr. James L. Dove
P.O.Box 10426
Tallahassee, FL 32302

3. The name and respective address of the sole director of the Corporation is as follows:

Mr. James L. Dove
P.O.Box 10426
Tallahassee, FL 32302

4. Dissolution was authorized on December 2, 2004 and the initial Articles of Dissolution were filed with the Florida Department of State on the very next day; as such, the original Articles of Dissolution were effective on December 3, 2004.

5. The number of votes cast by both the Board of Directors and the Shareholders for dissolution was unanimous; and accordingly, such is sufficient for approval.

FILED
05 AUG -4 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

¹ The Corporation previously used a form provided by the Florida Department of State; subsequent to the filing of the initial Articles of Dissolution, it has come to the attention of the undersigned that the incorrect form was used in this instance.

AMENDED AND RESTATED NOTICE OF INTENT TO DISSOLVE

To: The creditors of Seminole Truck & R.V. Service, Inc.

Notice is given that Seminole Truck & R.V. Service, Inc., a Florida corporation having its principal office at P.O. Box 10426, Tallahassee, Florida, 32302, intends to dissolve as of December 2, 2004, given as of that date, it is defunct, insolvent and has no remaining assets; and that dissolution has been authorized by unanimous written consent of the Shareholders of the Corporation.

The undersigned certifies that he is the duly elected President and Secretary of Seminole Truck & R.V. Service, Inc., a Florida corporation, and that on December 2, 2004, there were no known creditors or claimants against the Corporation; and that there were no assets to distribute to any shareholder, given the Corporation was insolvent. As such, no shareholder has any liability under Section 607.1407(4)(b) for future claims against the Corporation.

SEMINOLE TRUCK & R.V. SERVICE, INC.

By: James L. Dove
James L. Dove
President

Date: August 1, 2005.

Nunc Pro Tunc 12/02/04

AMENDED AND RESTATED JOINT RESOLUTION
OF THE DIRECTORS AND SHAREHOLDERS
OF SEMINOLE TRUCK & R.V. SERVICE, INC.

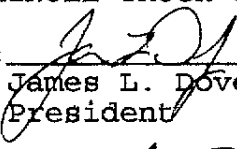
WHEREAS, it is in the best interest of Seminole Truck & R.V. Service, Inc., ("the Corporation") to terminate in that it has ceased doing business;

WHEREAS, the Corporation is insolvent and has no assets; and

WHEREAS, the Corporation has only one director, officer, and shareholder, consisting solely of the undersigned.

BE IT RESOLVED, the undersigned, in his capacity as the sole officer, director and shareholder of the Corporation, has authorized James R. Brewster, Attorney, to take all reasonable and necessary steps, pursuant to the provisions of Sections 607.1402 and 607.1403, Florida Statutes, for the purpose of more appropriately dissolving the Corporation.

SEMINOLE TRUCK & R.V. SERVICE, INC.

By: 
James L. Dove
President

Date: August 1, 2005.

Nunc Pro Tunc 12/02/04