

P93000088640

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(Business Entity Name)

(Document Number)

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09 APR - 1 PM 12:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W NOTICE  
VOIDS  
CRG  
4/6/09



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 18, 2009

W. CLAY KING  
CLAY MOTOR NEWCO, INC.  
1345 SOUTH FEDERAL HWY  
DEERFIELD BEACH, FL 33441

SUBJECT: CLAY MOTOR NEWCO, INC.  
Ref. Number: P93000088640

We have received your document for CLAY MOTOR NEWCO, INC., however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check** or **money order** made payable to the Department of State for \$52.50.

The fee to file articles of dissolution or a certificate of withdrawal is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson  
Document Specialist Supervisor

Letter Number: 809A00009248

RECEIVED  
2009 MAR 30 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section  
Division of Corporations

2009 MAR 16 AM 8:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: Dissolution of Clay Motor Newco, Inc.

DOCUMENT NUMBER: P93000088640

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

Please return all correspondence concerning this matter to the following:

W. Clay King  
(Name of Contact Person)

Clay Motor Newco, Inc.  
(Firm/Company)

1345 South Federal Highway  
(Address)

Deer Field Beach, FL 33441  
(City/State and Zip Code)

For further information concerning this matter, please call:

Clay King at ( 954 ) 421-3330  
(Name of Contact Person) (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

*Vol 05*  
*w/notice*

## 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:

Clay Motor Newco, Inc.

SECOND: The document number of the corporation (if known): P9300088640

THIRD: The date dissolution was authorized: January 30, 2009

Effective date of dissolution if applicable: January 30, 2009  
(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

\_\_\_\_\_  
(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)

W. CLAY KING

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

FILED  
09 APR - 1 PM 12:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Filing Fee: \$35

## Notice of Corporate Dissolution

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: Clay Motor Newco, Inc.

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:

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

Clay Motor Newco, Inc.  
1345 South Federal Highway  
Deerfield Beach, FL 33441

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.

W. CLAY KING

Printed Name of the Person Filing

[Signature]

Signature of the Person Filing

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

## **PLAN OF LIQUIDATION AND DISSOLUTION**

**OF**

### **CLAY MOTOR NEWCO, INC.**

1. Plan of Liquidation. This Plan of Liquidation and Dissolution (the "Plan") dated January 30, 2009, is intended to accomplish the liquidation and dissolution of CLAY MOTOR NEWCO, INC., a Florida corporation (the "Corporation") through the distribution of all the Corporation's assets to the sole shareholder (the "Sole Shareholder") in liquidation of the Corporation in accordance with the Florida Business Corporation Act (the "Act") and the Internal Revenue Code of 1986, as amended (the "Code"). Such liquidation and dissolution shall be accomplished in the manner stated in this Plan.

2. Approval. This Plan will be considered adopted by the Corporation when recommended by the Directors and approved by the Sole Shareholder of the Corporation.

3. Liquidation Period. The "Liquidation Period" shall mean the period in which the Corporation shall liquidate and distribute any and all of its assets of any kind whatsoever to the Sole Shareholder in accordance with its respective rights and interest after provision for all outstanding liabilities. The period in which such assets shall be distributed, and the dissolution, shall be completed as soon as practicable, but in no event shall the Liquidation Period extend more than one (1) year after the effective date of the Articles of Dissolution filed with the Secretary of State of the State of Florida.

4. Abandonment. Upon approval of the Plan by the Sole Shareholder of the Corporation, the Directors and Officer(s) of the Corporation may not, without further action by the Sole Shareholder, abandon this Plan.

5. Winding Up of Business. During the Liquidation Period, the Corporation shall continue its business only to the extent necessary to collect accounts receivable, maintain sufficient reserves to pay liabilities, and otherwise conduct business consistent with the objective of the Corporation to pay all outstanding liabilities and distribute all remaining assets to its Sole Shareholder and wind up its affairs.

6. Order and Priority of Distributions. One half of one percent (.5%) of the limited partnership interest in King Saturn Ltd. ("KS Interest") shall be assigned and transferred to in King Motor Company of Fort Lauderdale (the "KMC FT Interest") and one half of one percent (.5%) percent of the KS Interest shall be assigned and transferred to King Motor Company of South Florida (the "KMC SF Interest"). Other than the KMC FT Interest and the KMC SF Interest, all other assets, including cash (if any), will be distributed to its Sole Shareholder.

7. Final Distribution of Assets. Not later than the end of the Liquidation Period, all assets of the Corporation not previously distributed shall be distributed to the Sole Shareholder of the Corporation. In no event shall any amount be retained by the Corporation beyond the end of the Liquidation Period to meet the claims of the Sole Shareholder with respect to its stock.

8. Cancellation of Outstanding Shares. Each of the foregoing distributions in complete liquidation shall be solely in exchange for, in complete redemption and cancellation of, and in payment for, all of the outstanding shares of the Corporation. The Sole Shareholder shall surrender its certificate(s) for such shares for recording the receipt of distribution prior to the final distribution, and shall surrender any remaining certificate(s) representing outstanding charges of the Corporation for cancellation upon receipt of the final distribution herein authorized.

9. Filing. Within 30 days from the date of the adoption of this Plan, the Directors or Officer(s) of the Corporation (or such other authorized party) shall file Form 966 with the appropriate offices of the Internal Revenue Service, together with a certified copy of this Plan and the corporate resolutions adopting this Plan.

Upon the final distribution of all the assets of the Corporation, the Directors or Officer(s) of the Corporation shall instruct the Corporation's accountants to close the books of the Corporation and to prepare and timely file a federal income tax return and a state income tax return on behalf of the Corporation, and such other forms as are appropriate.

10. State Filing Requirements. The Directors or Officer(s) of the Corporation shall cause to be filed with the Secretary of State of the State of Florida, Division of Corporations, the necessary documents pursuant to the appropriate provisions of Florida Statutes Section 607.1402 and Section 607.1403, as those statutes presently exists or as may be amended, to effect a complete statutory dissolution of the Corporation, and to do such other actions as are required, including filing all necessary documents.

11. Authorization of Necessary Acts. The Directors or Officer(s) of the Corporation shall have the power to adopt all resolutions, execute all documents, and are authorized, empowered and directed to file all papers and take whatever action as they may deem necessary or desirable for the purpose of effecting the complete liquidation and dissolution of the Corporation, and for carrying out the other purposes and intentions of the Plan, so long as any such action shall not be inconsistent with the applicable provisions of the Act, the Code and the Treasury Regulations issued thereunder. The Directors or Officer(s) shall be held harmless by the Corporation for any action under this Plan taken in good faith, and any expense or liability so incurred.



12. Intent. It is intended that this Plan shall be a plan of complete liquidation and dissolution within the terms of the applicable provisions of the Act and the Code. This Plan shall be deemed to authorize such action as, in the opinion of counsel, may be necessary to conform with the applicable provisions of the Act and the Code.