

P95000000040

Goodman & Breen

ATTORNEYS AT LAW

Dorothy M. Breen*
Nancy J. Gibbs
Kenneth D. Goodman*

3838 Tamiami Trail N., Suite 300
Naples, Florida 34103
(941) 403-3000
Fax (941) 403-0010

*Board Certified Attorney in
Wills, Trusts & Estates Law

July 29, 1999

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Goodman Construction, Inc.

500002948245--7
-08/02/99--01154--020
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed for the above-referenced corporation are the Articles of Dissolution and a check in the amount of \$35.00, representing the appropriate filing fees, payable to the Florida Department of State. Please have the Articles filed expeditiously.

Please notify the undersigned upon completion of the above by returning the enclosed Articles, file stamped. If for any reason the above is not acceptable for filing, please advise the undersigned by telephone at (941) 403-3000.

Thank you for your assistance in this matter.

Sincerely,

Denise M. Edwards

Denise M. Edwards
Legal Assistant

Enclosure

cc: Mr. Mark A. Goodman

FILED
99 AUG -2 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Void

T. LEWIS AUG 9 1999

**GOODMAN CONSTRUCTION, INC.
ARTICLES OF DISSOLUTION**

FILED
99 AUG -2 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving:

ARTICLE I

The name and mailing address of the corporation are:

GOODMAN CONSTRUCTION, INC.
1348 Highlands Drive
Naples, Florida 34103

ARTICLE II

A written consent to dissolve, a copy of which is attached, was authorized on the 16th day of July, 1999.

ARTICLE III

A written consent to dissolve, a copy of which is attached, has been signed by all shareholders of the corporation, or in their behalf by their duly authorized attorneys. The unanimous consent to dissolve is sufficient for approval.

ARTICLE IV

The corporation does not intend to revoke the dissolution of the corporation and the name of **GOODMAN CONSTRUCTION, INC.** is available for immediate use.

Dated this 16th day of July, 1999.

GOODMAN CONSTRUCTION, INC.

By:



Mark A. Goodman
Its President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 16th day of July, 1999, by Mark A. Goodman, as President of GOODMAN CONSTRUCTION, INC., a Florida corporation, on behalf of the corporation. He is ☒ personally known to me or ☐ has produced a driver's license as identification and did take an oath.

NOTARY PUBLIC:

Sign

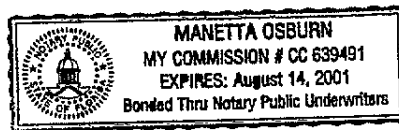
Manetta Osburn

Print

MANETTA OSBURN

State of Florida at Large

My Commission Expires:



PLAN OF COMPLETE LIQUIDATION
OF
GOODMAN CONSTRUCTION, INC.

This Plan of Complete Liquidation (the "Plan") of **GOODMAN CONSTRUCTION, INC.**, a Florida corporation (the "Company"), is intended to accomplish the complete liquidation of the Company in conformity with Sections 331 and 336 of the Internal Revenue Code of 1986, and is as follows:

1. The Plan shall be and become effective upon the approval and adoption thereof by the affirmative vote of a majority of the holders of the outstanding shares of stock of the Company or the execution of the written consent of all the shareholders of the Company to such effect.
2. After approval and adoption of the Plan by the shareholders, the Company shall cease to carry on its business, except insofar as may be necessary for the winding up thereof.
3. The Company shall cause written notice by certified mail of its intention to dissolve to be mailed to each known creditor of and claimant against the Company.
4. The Company shall then proceed to collect its assets, convey and dispose of such of its properties as are not to be distributed in kind to its shareholders, pay, satisfy or discharge its liabilities and obligations, or make adequate provision for payment and discharge thereof, and do all other acts required to liquidate its business and affairs; in case its property and assets are not sufficient to satisfy or discharge all the Company's liabilities and obligations, the Company shall apply them so far as they will go to the just and equitable payment of the liabilities and obligations.
5. As soon as practicable, and in any event within the taxable year during which the Plan is approved and adopted by the shareholders of the Company and after paying or discharging all its obligations, or making adequate provision for payment and discharge thereof, the Company shall:

a. distribute in complete liquidation the remainder, if any, of its assets, either in cash or in kind, among its shareholders according to their respective rights and interests (less any assets retained to meet claims, including unascertained or contingent liabilities or expenses, and specifically set aside for that purpose) in complete cancellation or redemption of all outstanding stock of the Company;

b. withdraw from the jurisdictions in which it is qualified to do business; and

c. be formally dissolved in accordance with the laws of the State of Florida.

6. The directors and officers of the Company shall carry out and consummate the Plan, and shall have power to adopt all resolutions, execute all documents, file all papers and take all other action they deem necessary or desirable for the purpose of effecting the sale of the Company's properties and its complete liquidation and dissolution in accordance with the Plan.

CERTIFICATE OF SECRETARY

I, the undersigned, **Mark A. Goodman**, Secretary of **GOODMAN CONSTRUCTION, INC.**, a Florida corporation, hereby certifies that the foregoing plan of liquidation was duly approved and adopted pursuant to the Florida Business Corporation Act by the unanimous written consent of the shareholders of **GOODMAN CONSTRUCTION, INC.**.

EXECUTED this 16th day of July, 1999.


Mark A. Goodman, Secretary

GOODMAN CONSTRUCTION, INC.

Consent of Shareholder

Pursuant to the provisions of Section 607.0704 of the Florida Business Corporation Act, the undersigned, being the holder of all the outstanding shares of stock of **GOODMAN CONSTRUCTION, INC.** (the "Corporation"), hereby adopts the following resolutions by written consent:

RESOLVED, that the Corporation be dissolved in accordance with the Plan of Complete Liquidation attached hereto (as defined below);


RESOLVED FURTHER, that the form, terms and provisions of the draft Articles of Dissolution attached hereto and the draft Plan of Complete Liquidation (the "Articles of Dissolution" and the "Plan of Complete Liquidation") providing for the dissolution of the Corporation, a copy of each document having been reviewed by the shareholder of the Corporation, are hereby approved and adopted;

RESOLVED FURTHER, that the proper officers of the Corporation are hereby authorized and empowered in the name and on behalf of the Corporation, to execute said Articles of Dissolution, to file the same with, or cause the same to be filed by, the Secretary of the Department of State of Florida, such Articles of Dissolution to be substantially in the form approved in the foregoing resolution with such changes in the form as the proper officers of the Corporation may approve to be in the best interest of the Corporation, such approval to be conclusively evidenced by such execution;

RESOLVED FURTHER, that the proper officers and directors of the Corporation are hereby authorized and empowered to execute all such further documents, certificates or instruments, and to take all such further action, as any such officer or director may deem necessary or proper or convenient or desirable to effectuate the dissolution of the Corporation, as conclusively evidenced by the taking of such action or the execution and delivery of such instrument, as the case may be, by or under the direction of any such officer.

EXECUTED this 16th day of July, 1999.

SHAREHOLDER:



Mark A. Goodman