

P95000004778

Requester's Name

SAND LAKE COVE, INC.  
557 NORTH WYMORE ROAD, SUITE 102  
MAITLAND, FL 32751

City/State/Zip

Phone #

Office Use Only

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

300003525713--5  
-01/05/01--01090--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

1. \_\_\_\_\_  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ 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

**AMENDMENTS**

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

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

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

FILED  
01 JAN 29 AM 11:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 10, 2001

SAND LAKE COVE, INC.  
557 NORTH WYMORE ROAD  
SUITE 102  
MAITLAND, FL 32751

SUBJECT: SAND LAKE COVE, INC.  
Ref. Number: P95000004778

We have received your document for SAND LAKE COVE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

Our records show the date of incorporation is January 17, 1995. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6869.

Teresa Brown  
Corporate Specialist

Letter Number: 701A00001467

RECEIVED  
JAN 29 AM 9:40  
DIVISION OF CORPORATIONS

**ARTICLES OF DISSOLUTION**

**OF**

**SAND LAKE COVE, INC.**

FILED  
01 JAN 29 AM 11:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is: Sand Lake Cove, Inc.

**ARTICLE II**

Articles of Incorporation of the corporation were filed January 17, 1995.

**ARTICLE III**

The names and respective addresses of its officers are:

Ellsworth G. Gallimore President	557 North Wymore Road, Suite 102 Maitland, Florida 32751
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Shirley M. Gallimore Vice President/Treasurer	557 North Wymore Road, Suite 102 Maitland, Florida 32751
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Louise A. Ward Vice President/Secretary	557 North Wymore Road, Suite 102 Maitland, Florida 32751
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Courtney Gallimore Vice President	557 North Wymore Road, Suite 102 Maitland, Florida 32751
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**ARTICLE IV**

The names and respective addresses of its directors are:

Ellsworth G. Gallimore	557 North Wymore Road, Suite 102 Maitland, Florida 32751
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Shirley P. Gallimore	557 North Wymore Road, Suite 102 Maitland, Florida 32751
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**ARTICLE V**

All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made for them.

**ARTICLE VI**

All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.

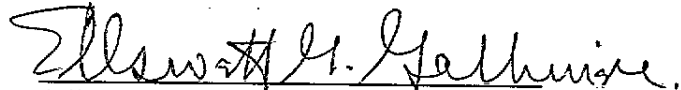
**ARTICLE VII**

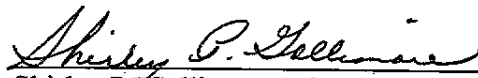
There are no actions pending against the corporation in any court.

**ARTICLE VIII**

A copy of the joint resolution of the board of directors and shareholders to dissolve the corporation is attached. This resolution was adopted on December 12, 2000, and the number of votes cast for dissolution was sufficient for approval.


Dated December 27, 2000.

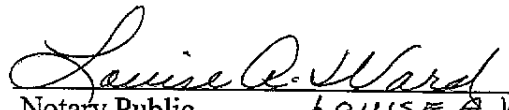
  
Ellsworth G. Gallimore, President

  
Shirley P. Gallimore, Vice President

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 27th day of December, 2000 by Ellsworth G. Gallimore and Shirley P. Gallimore as President and Vice President of Sand Lake Cove, Inc. a Florida corporation, on behalf of the corporation. They are personally known to me.

 Louise A Ward  
My Commission CC891175  
Expires January 29, 2004

  
Notary Public LOUISE A. WARD  
My Commission Expires: 1-29-04

## **SAND LAKE COVE, INC.**

### **PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION**

The following Plan for Complete Liquidation, hereinafter called the "Plan", of Sand Lake Cove, Inc. hereinafter called "Sand Lake", a Florida corporation, which is intended to accomplish the complete liquidation of Sand Lake, is deemed expedient and for the best interests of Sand Lake:

**1. APPROVAL OF PLAN:**

The "Plan" shall be and become effective upon the approval and adoption thereof by the affirmative vote of the Stockholders of Sand Lake.

**2. PAYMENT OF OBLIGATIONS:**

After approval and adoption of the "Plan" by the Stockholders, Sand Lake shall sell, exchange, or otherwise dispose of or reduce to cash all of its assets, properties, and rights (exclusive of such thereof as may be distributed in kind, pro rata, to the stockholders of Sand Lake, from time to time) and pay, or make provision for the payment of, all obligations of and claims against Sand Lake (including unascertained or contingent liabilities and expenses).

**3. TIME:**

Such sale, exchange, or other disposition of the assets, properties, and rights of Sand Lake shall be consummated as expeditiously as practicable after the approval and adoption of the "Plan" by the Stockholders of Sand Lake, and in any event by December 31, 2000.

**4. DISTRIBUTION OF ASSETS:**

As soon as practicable, and in any event by December 31, 2000, Sand Lake shall:

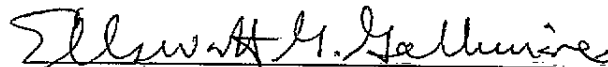
- a) make to its Stockholders, pro rata, one or more distributions of its assets, including the proceeds of sales or other dispositions of its assets, properties, and rights in complete cancellation or redemption of all outstanding stock of Sand Lake;
- b) withdraw from the jurisdictions in which it is qualified to do business;
- c) be formally dissolved in accordance with the Florida Statutes.


WAIVER OF NOTICE OF SPECIAL JOINT MEETING OF THE  
BOARD OF DIRECTORS AND STOCKHOLDERS OF  
SAND LAKE COVE, INC.

We, the undersigned, being all of the Directors and Stockholders of Sand Lake Cove, Inc., a corporation organized under the laws of the State of Florida, do hereby waive notice of time, place and purpose of the special meeting of the Directors and Stockholders of said corporation, and do hereby fix the 12<sup>th</sup> day of December, at 11:00 a.m. as the date and the time and the office of Sand Lake Cove, Inc. at 557 North Wymore Road, Suite 102, Maitland, Florida as the place of such meeting of said Directors and Shareholders.

And we do hereby waive all the requirements for the statutes of the State of Florida, both as to the notice of this meeting and the publication thereof, and consent to the transaction of any and all business as may come before the meeting.

Dated this 12<sup>th</sup> day of December, 2000.

  
Ellsworth G. Gallimore

  
Shirley P. Gallimore

**MINUTES OF A SPECIAL MEETING OF  
THE BOARD OF DIRECTORS OF  
SAND LAKE COVE, INC.**

Maitland, Florida

The Board of Directors of the above Corporation held a special meeting at the offices of Sand Lake Cove, Inc. located at 557 North Wymore Road, Suite 102, Maitland, Florida, on December 12<sup>th</sup>, 2000 at 11:00 a.m., pursuant to the foregoing Waiver of Notice:

The following Directors were present:

Ellsworth G. Gallimore

Shirley P. Gallimore

Absent: None

Ellsworth G. Gallimore acted as Chairman, and Louise A. Ward acted as Secretary of the meeting for the purposes of recording the minutes of same.

The Secretary presented a Waiver of Notice of the Meeting, signed by all of the Directors of the Corporation. Upon motion duly made, seconded and unanimously carried, it was;

RESOLVED, that such Waiver of Notice be filed in the Minute Book with the minutes of this meeting.

The Chairman stated that this meeting was called to consider the liquidation of the Corporation. Discussion followed. Then, upon motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED, that in the judgment of the Board of Directors of the Corporation, it is deemed advisable and for the benefit of the Corporation that it should be liquidated. Such liquidation will be pursuant to section 331 of the Internal Revenue Code.

RESOLVED, that, subject to approval of the Stockholders of the Corporation and effective with the date of such approval, a plan of liquidation be, and it hereby is, formulated to effect such liquidation in accordance with the following resolutions;

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized to sell or otherwise liquidate any and all of the properties of the Corporation which in their judgment should be sold or liquidated to facilitate the liquidation of the Corporation;

Special Meeting  
Board of Directors  
Page 2

RESOLVED, that, after providing for all proper debts of the Corporation, the remaining assets of the Corporation be distributed to the Stockholders of the Corporation;

RESOLVED, that the actions provided for in the foregoing resolutions providing for the complete liquidation and the distribution of its assets be commenced as soon as practicable and that such assets be distributed and the corporate affairs be wound up by December 31, 2000. The officers shall not make any such distributions to the Shareholders until the Directors shall meet to determine that the creditors have been provided for and that the affairs of the Corporation have been finalized. Notwithstanding the above, final liquidation and distribution shall occur no later than December 31, 2000.

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to pay all such fees and taxes and to do or cause to be done such other acts and things as they may deem necessary or proper in order to carry out the liquidation of the Corporation and to fully effectuate the purposes of the foregoing resolutions.

RESOLVED, that a special meeting of the Stockholders be called to consider the above resolutions on December 12, 2000, at 11:30 a.m.

There being no further business, the meeting was adjourned.

Approved: Louise A. Ward Secretary of the Meeting.  
Louise A. Ward

**MINUTES OF A SPECIAL MEETING OF  
THE STOCKHOLDERS OF  
SAND LAKE COVE, INC.**

Maitland, Florida

The Stockholders of the above Corporation held a meeting at the offices of Sand Lake Cove, Inc. located at 557 Wymore Road, Suite 102, Maitland, Florida on December 12, 2000 at 11:30 a.m., pursuant to the foregoing Waiver of Notice:

The following Stockholders were present:

Ellsworth G. Gallimore

Shirley P. Gallimore

Absent: None

Ellsworth G. Gallimore acted as Chairman, and Louise A. Ward acted as Secretary of the meeting for the purposes of recording the minutes of same.

The Secretary presented a Waiver of Notice of the Meeting, signed by all of the Stockholders of the Corporation. Upon motion duly made, seconded and unanimously carried, it was;

RESOLVED, that such Waiver of Notice be filed in the Minute Book with the minutes of this meeting.

The Chairman stated that this meeting was called to consider approval of a plan of liquidation and sale of the Corporation's assets. Discussion followed. Then, upon motion duly made and seconded, the following resolutions were adopted.

RESOLVED, that the Stockholders of the Corporation hereby unanimously consent and approve the liquidation of the Corporation pursuant to Internal Revenue Code Section 331, all in accordance with the terms and provisions of the plan of liquidation adopted by the Board of Directors of the Corporation at a special meeting, a copy of which was presented to this meeting, and which plan of liquidation is in all respects adopted and approved,

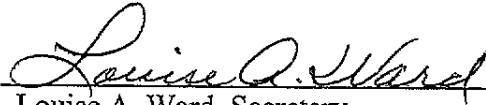
RESOLVED, that the proper officers of the Corporation be, and they hereby are authorized and directed to do or cause to be done all such acts and things as they may deem necessary and proper in order to effect the liquidation of the Corporation in accordance with the plan of liquidation adopted to be the Board of Directors of the Corporation at a Special meeting held on December 12, 2000, at 11:00 a.m.

There being no further business, the meeting was adjourned.

Approved *Louise A. Ward* Secretary of the Meeting  
Louise A. Ward

**CERTIFIED**

The undersigned states that she is Secretary of Sand Lake Cove, Inc.: that the attached are copies of minutes of Special Meetings of the shareholders and Directors of such Corporation held on December 12, 2000; and that the resolutions are in full force and effect.

  
\_\_\_\_\_  
Louise A. Ward, Secretary