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ARTICLES OF DISSOLUTION

OF

BONUS CORP. OF SOUTHWEST FLORIDA

- I. The name of this Corporation is BONUS CORP. OF SOUTHWEST FLORIDA which was duly incorporated on March 22, 1995 by the State of Florida.
- II. The name, title and post office address of the officers of the Corporation are as follows:

President: Ingrid W. Lyhs, 9142 Brendan River Court, Bonita Springs, Florida

34135

Vice President: Ingrid W. Lyhs, 9142 Brendan River Court, Bonita Springs,

Florida 34135

Secretary/Treasurer: Ingrid W. Lyhs, 9142 Brendan River Court, Bonita

Springs, Florida 34135

III. The name and post office address of the directors of the Corporation are as follows:

Ingrid W. Lyhs, 9142 Brendan River Court, Bonita Springs, Florida 34135

Rainer Lyhs, 9142 Brendan River Court, Bonita Springs, Florida 34135

- IV. All debts, obligations and liabilities of this Corporation have been paid or discharged.
- V. All the remaining property, cash and assets of the Corporation have been distributed among its shareholders according to their respective rights and interests.
- VI. Adequate provision has been made for the satisfaction of any judgment or decree that may be entered against the Corporation in any pending action.
- VII. The Corporation has elected to dissolve on the unanimous written consent of its shareholders and directors. A copy of the consent is incorporated and attached as Exhibit "A".

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on a y+1 day of February, 1998, in Collier County, Florida.

By:

Rainer Lyhs, President/Čhairman

ATTEST:

Ingrid W. Lyhs, Secretary

(SEAL)

STATE OF FLORIDA

COUNTY OF COLLIER

Before me personally appeared Rainer Lyhs and Ingrid W. Lyhs, known to me and known by me to be the persons who executed the foregoing Articles of Dissolution, and they acknowledged before me that they executed these Articles of Dissolution of Bonus Corp. of Southwest Florida, on behalf of the corporation.

Notary Public

Printed Name

My Commission Expires:

(SEAL)

HELGA REINISCH My Comm Exp. 12/23/204 No. CC 610611

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WAIVER OF NOTICE

OF SPECIAL MEETING

OF THE DIRECTORS AND SHAREHOLDERS OF

BONUS CORP. OF SOUTHWEST FLORIDA

The undersigned, being all of the shareholders and duly elected directors of BONUS CORP. OF SOUTHWEST FLORIDA, a Florida corporation, do hereby waive any and all notice of the time, place and purposes of the first meeting of the board of Directors and Shareholders of said Corporation, and do hereby consent and agree that said meeting shall be held at 5121 Castello Drive, Suite 2, Naples, Florida 34103 on February 24, 1998 at 10:00 a.m. and that there may be transacted at said meeting any and all business that may come before it.

IN WITNESS WHEREOF, we have hereunto affixed our signatures this February 24, 1998.

Rainer Lyhs

Ingrid W. Lyhs

MINUTES OF THE SPECIAL MEETING OF THE DIRECTORS AND SHAREHOLDERS OF BONUS CORP. OF SOUTHWEST FLORIDA

A special meeting of the directors and shareholders of BONUS CORP. OF SOUTHWEST FLORIDA, a Florida corporation, was held at the Law Office of JOHN P. WHITE, P.A., at 5121 Castello Drive, Suite 2, Naples, Florida 34103 on February 24, 1998 at 10:00 a.m. pursuant to a waiver of notice attached hereto.

The following directors were present:

- 1. Ingrid W. Lyhs
- Rainer Lyhs

being all of the directors and shareholders of the Corporation.

The following shareholders were present, in person or by proxy, same representing all of the authorized and issued shares of the Corporation:

- 1. Ingrid W. Lyhs
- Rainer Lyhs

Rainer Lyhs acted as chairman and Ingrid W. Lyhs acted as secretary of the meeting. The chairman declared that all of the directors and shareholders were present, either in person or by proxy, and that all had executed a waiver of notice of the meeting. The chairman then announced the purpose of the meeting was to consider the dissolution of the Corporation and to adopt a plan of liquidation of the assets of the Corporation.

A discussion ensued, and the following resolutions were unanimously adopted by the board of directors and shareholders of the Corporation:

WHEREAS, the shareholders and directors of the Corporation have determined that it is advisable and beneficial for the Corporation that it be liquidated and dissolved; and

WHEREAS, the shareholders and directors must adopt and hereby adopt a plan of liquidation and dissolution of the Corporation;

RESOLVED, that the following plan of liquidation is adopted to assemble and marshal the assets of the Corporation, pay or make adequate provisions for the creditors and debtors of the Corporation, and apportion the remaining assets among the shareholders according to their respective interests:

- 1. The Corporation shall be liquidated pursuant to Section 331 of the Internal Revenue Code and 607.257 and 607.261 of the Florida Statutes.
- 2. The Corporation will distribute all its property and assets prior to one year from the date of adoption of this plan.
- 3. All the liabilities and obligations of the Corporation will be paid or discharged, or adequate provisions will be made therefor.
- 4. The officers of the Corporation are authorized to sell or otherwise liquidate all the properties and assets of the Corporation that they deem necessary or advantageous to facilitate the liquidation of the Corporation.
- 5. The officers of the Corporation are authorized to do any and all things necessary or convenient to carry these resolutions into effect, including but not limited to:
 - (a) executing any and all instruments of conveyance;
 - (b) paying all taxes and fees;
 - (c) executing all documents required by law to be filed; and
- (d) doing all other things necessary or convenient to effect the dissolution of the Corporation.
- 6. After the provision for, or the payment of, the known debts and liabilities of the Corporation, the officers are authorized and directed to distribute the remaining cash or other assets of the Corporation to the shareholders of record according to their respective rights and interests in exchange for all their stock in the Corporation.
- 7. These minutes, being signed by directors and the shareholders comprising 100 percetn of the authorized and issued shares of the Corporation shall hereby constitute the unanimous written consent authorizing the dissolution of the corporation.

There being no further business to come before the meeting, it was, upon motion duly made, seconded and unanimously carried, adjourned.

Dated: February, 24, 1998.

Rainer Lyhs, chairman, director and shareholder

Ingrid W. Lyhs, secretary, director, and shareholder