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FILED
03 FEB -4 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dissolution

T BROWN FEB - 7 2003

December 31, 2002

Secretary of State
DIVISION OF CORPORATIONS
P.O. Box #6327
Tallahassee, FL 32314

re: R.J.R. OF OCALA, INC.

Gentlemen:

Enclosed please find original and one (1) copy of the Articles of Dissolution of R.J.R. OF OCALA, INC. Please make the effective date of dissolution DECEMBER 31, 2002.

I have also enclosed a check in the amount of \$35.00 to cover the filing costs as applicable.

Please forward any acknowledgements, certifications, authentications, and/or documents as may be appropriate to the below address:

GWEN R. GRANATA
3101 S.W. 34th Avenue, #905222
Ocala, FL 34474

Thank you in advance for your kind and prompt attention to this matter, and should you have questions or need of further information please feel free to contact me at (352) 817-9400.

Sincerely,

GWEN R. GRANATA

encl.

ARTICLES OF DISSOLUTION
OF

R.J.R. OF OCALA, INC.

PURSUANT TO Section 607.1403, Florida Statutes, the undersigned corporation submits the following Articles of Dissolution:

ARTICLE I

NAME

The name of the corporation is:

R.J.R OF OCALA, INC.

ARTICLE II

OFFICERS AND DIRECTORS

The names and addresses of the current officers and directors of the corporation are:

GWEN R. GRANATA (PARRISH)
3101 S.W. 34th Avenue, #905222, Ocala, FL 34474

ARTICLE III

RESOLUTION OF DEBTS

Adequate provision has been made for the payment of all debts, obligations and liabilities of the corporation.

ARTICLE IV

DISTRIBUTION OF ASSETS

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

ARTICLE V

JUDGEMENTS

There are no judgements or legal actions of any nature pending against the corporation in any jurisdiction and/or court of law.

FILED
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TALLAHASSEE, FLORIDA

A R T I C L E V I

ELECTION FOR DISSOLUTION

The corporation has elected to dissolve by act of the corporation. A copy of the corporate resolution for dissolution is attached; such resolution was adopted by the shareholders of record of the corporation on December 31, 2002.

A R T I C L E V I I

EFFECTIVE DATE

The effective date of dissolution as authorized by the Board of Directors and accepted by the Shareholders of record is December 31, 2002.

R.J.R OF OCALA, INC.

Gwen R. Granata
by GWEN R. GRANATA,
its President

MINUTES OF A SPECIAL MEETING OF DIRECTORS

OF

R.J.R. OF OCALA, INC.

A special meeting of the Board of Directors of the corporation was held at the time, date and place set forth below.

All of the Directors being present, the meeting was called to order by the Chairman. The Chairman advised that all of the Shareholders had executed written consents to various corporation matters. Upon motions duly made, seconded and unanimously carried, it was

RESOLVED, that in the judgement of the Board of Directors of the corporation, it is deemed advisable and for the benefit of the corporation that it should be liquidated and dissolved, and it was further

RESOLVED, that, subject to approval of the Shareholders 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 and dissolution in accordance with the following resolutions, and it was further

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 and assets of the corporation which, in their judgement should be sold or liquidated to facilitate the liquidation of the corporation, and it was further

RESOLVED, that the proper officers of the corporation be, and they hereby are, authorized and directed to file a Certificate and/or Articles of Dissolution with the Secretary of State of the State of Florida, and it was further

RESOLVED, that after providing for all proper debts of the corporation, the remaining assets of the corporation be distributed to the Shareholders of record of the corporation, and it was further

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 dissolution be completed as soon as practicable, but in no event later than the termination of a twelve (12) month period commencing with the date of Shareholder approval of this plan of complete liquidation, and it was further

RESOLVED, that the proper officers of the corporation be, and they hereby are, authorized and directed to pay any and 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 and dissolution of the corporation and to fully effectuate the purposes of the foregoing resolutions, and it was further

RESOLVED, that a special meeting of Shareholders be called to consider the above resolutions, and it was further

RESOLVED, that the signing of these minutes shall constitute full ratification thereof and waiver of notice of the meeting by the signatories.

It is intended that this liquidation be in accordance with Section 336 of the Internal Revenue Code and accordingly, all assets will be sold and distributed to the Shareholders of record of the corporation within twelve (12) months of this date.

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

PLACE: Ocala, FL
DATE : December 31, 2002
TIME : 1:00 P.M.

Gwen R. Granata
GWEN R. GRANATA (PARRISH)

MINUTES OF A SPECIAL MEETING OF SHAREHOLDERS

OF

R.J.R. OF OCALA, INC.

A special meeting of the Shareholders of the corporation was held at the time, date and place set forth below.

All of the Shareholders being present, the meeting was called to order by the Chairman. Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the Shareholders of the corporation hereby unanimously consent and approve the liquidation of the corporation all in accordance with the terms and provisions of the plan of liquidation adopted by the Board of Directors duly convened and held on December 31, 2002, a copy of which was presented to this meeting, and which plan of liquidation is in all respects adopted and approved, and it was further

RESOLVED, that the proper officers of the corporation be, and they hereby are, authorized and directed to file a Certificate and/or Articles of Dissolution with the Secretary of State of the State of Florida, and it was further

RESOLVED, that the proper officers of the corporation be, and they hereby are, authorized and directed to do or cause to be done any and all such acts and things that they may deem necessary and proper in order to effect the liquidation and dissolution of the corporation in accordance with the plan of liquidation adopted by the Board of Directors of the corporation, and it was further

RESOLVED, that the signing of these minutes by the Chairman shall constitute full ratification thereof and waiver of notice of the meeting by the signatory.

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

PLACE: Ocala, FL
DATE : December 31, 2002
TIME : 1:30 P.M.


GWEN R. GRANATA (PARRISH)