

P95000031422

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

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

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

**EFFECTIVE DATE**

4-20-95

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY \_\_\_\_\_

WALK-IN  
Will Pick Up

4-21-2:00

RE:

COS-FLYKOR Custom  
Homes, Inc.

C.C. FEE.

DISBURSED

<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S-	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone ( ) _____	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX ( ) _____ pgs.	_____	_____

800004462208

-04/21/95--01041--039

\*\*\*\*\*70.00 \*\*\*\*\*70.00

**SUBTOTALS**

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
_____	\$ _____

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

**ARTICLES OF INCORPORATION  
OF  
CASTLEROCK CUSTOM HOMES, INC.**

FILED  
95 APR 21 PM 1:31  
CLERK OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I.  
NAME**

The name of the corporation shall be CASTLEROCK CUSTOM HOMES, INC.

**ARTICLE II.  
DURATION**

The duration of the corporation shall be perpetual and its existence shall commence on April 20, 1995.

**ARTICLE III.  
PURPOSE**

The corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV.  
CAPITAL STOCK**

The corporation is authorized to issue ONE HUNDRED THOUSAND (100,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE V.  
PRINCIPAL OFFICE AND MAILING ADDRESS  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The principal place of business and the mailing address of the corporation is 1442 Sound Retreat Drive, Navarre, Florida 32566. The street address of the initial registered office of the corporation is 1442 Sound Retreat Drive, Navarre, Florida 32566, and the initial registered agent at such address is Glenn G. Muehlhausen.

**ARTICLE VI.  
INITIAL BOARD OF DIRECTORS**

The corporation shall have two (2) directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one.

**EFFECTIVE DATE**

4-20-95

**ARTICLE VII.  
INCORPORATOR**

The name and address of the incorporator is:

**Name**

**Address**

Almon A. Muehlhausen, II

1462 Sound Retreat Drive  
Navarre, Florida 32566

FILED  
95 APR 21 PM 1:31  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VIII.  
BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE IX.  
AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 20th day of April, 1995.

Almon A. Muehlhausen II  
ALMON A. MUEHLHAUSEN, II

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept the service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of law relative to keeping open said office. I am familiar with and accept the obligations of my position as registered agent.

Dated this 20th day of April, 1995.

By: Glenn G. Muehlhausen  
GLENN G. MUEHLHAUSEN

P95000031422

**BORDELON & TIDWELL**  
ATTORNEYS AT LAW

John S. Bordelon, J.D., LL.M.\*  
Michael D. Tidwell, J.D.  
Matthew D. Bordelon, J.D.

2717 Gulf Breeze Parkway  
Gulf Breeze, Florida 32561-3079  
Fax 904-934-1050  
Tel 904-934-1000

\*Also admitted in La

February 29, 1996

Filing Officer  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Castle Rock Custom Homes Inc.  
Our File No.: 5210.01

800001731878  
-03/05/96--01012--014  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir or Madam:

Enclosed please find the following original documents relating to the dissolution of the abovereferenced Florida corporation and the required filing fee of \$35.00:

Articles of Dissolution

Unanimous Written Consent of Shareholders to Voluntary Dissolution

Adoption of Plan of Complete Liquidation and Dissolution

Plan of Complete Liquidation and Dissolution

Please notify me immediately if there are any questions or problems with the enclosed documents that may affect the filing and dissolution status of the abovementioned corporation.

Sincerely,

*Matthew D. Bordelon*  
Matthew D. Bordelon

SH 3/8  
Vol. Diss.

SEARCHED  
SERIALIZED  
INDEXED  
FILED  
MAR 1 1996  
FBI - TAMPA

**ARTICLES OF DISSOLUTION PURSUANT TO  
§ 607.267 OF THE FLORIDA GENERAL  
BUSINESS CORPORATION ACT OF CASTLEROCK CUSTOM HOMES, INC.**

To: Department of State  
Tallahassee, Florida 32304

Date Paid  
Filing Fee \$35.00

RECEIVED  
FLORIDA  
DEPARTMENT OF STATE  
TALLAHASSEE  
JAN 11 1966

Pursuant to the provisions of Section 607.267 of the Florida General Corporation Act, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is Castlerock Custom Homes, Inc.

2. The names and respective addresses of the officers of the corporation are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Glenn G. Muehlhausen	President	1442 Sound Retreat Drive Navarre, Florida 32566
Almon A. Muehlhausen	Vice President	1462 Sound Retreat Drive Navarre, Florida 32566
Glenn G. Muehlhausen	Secretary	1442 Sound Retreat Drive Navarre, Florida 32566
Glenn G. Muehlhausen	Treasurer	1442 Sound Retreat Drive Navarre, Florida 32566

3. The names and respective addresses of the directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Almon A. Muehlhausen	1462 Sound Retreat Drive Navarre, Florida 32566
Glenn G. Muehlhausen	1442 Sound Retreat Drive Navarre, Florida 32566

4. All liabilities and obligations of the corporation have been paid or discharged or adequate provision has been made for the payment of all of the liabilities and obligations of the corporation.

5. All the property and assets of the corporation remaining after the payment of all debts, obligations, and liabilities of the corporation, have been distributed among its shareholders in accordance with their respective rights and interests.

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

7. The corporation elected to dissolve by unanimous written consent of its shareholders, and such written consent has been signed by all shareholders of the corporation. A copy of such written consent is attached to these articles.

Dated November 8, 1995.

Castlerock Custom Homes, Inc.

By

Glenn G. Muehlhausen  
Glenn G. Muehlhausen,  
President-Director

Almon A. Muehlhausen  
Almon A. Muehlhausen,  
Vice President-Director  
Sole-Shareholder

STATE OF FLORIDA

COUNTY OF SANTA ROSA

The foregoing instrument was acknowledged before me this  
\_\_\_\_ day of \_\_\_\_\_, 1995, by (name of person acknowledging).  
Such person: (notary must check applicable box)

\_\_\_\_ is personally known to me.  
\_\_\_\_ produced a current Florida driver's license as identification.  
\_\_\_\_ produced \_\_\_\_\_ as identification.

\_\_\_\_\_  
Signature of Notary Public

\_\_\_\_\_  
Printed Name of Notary

\_\_\_\_\_  
Commission Number (if not  
legible on seal)

\_\_\_\_\_  
My Commission Expires (if not  
legible on seal)

(SEAL)

**UNANIMOUS WRITTEN CONSENT OF  
SHAREHOLDERS VOLUNTARY  
DISSOLUTION OF CASTLEROCK CUSTOM HOMES, INC, A FLORIDA  
CORPORATION**

The undersigned, being the only shareholder of Castlerock Custom Homes, Inc., a Florida corporation, does hereby consent to the voluntary dissolution of such corporation and does authorize and direct the appropriate officers of the corporation to take all steps necessary or appropriate to carry out the intent of this resolution.

In assent to the above, undersigned stockholder has signed his name and dated the signing opposite the number of shares of the corporation held by him of record on such date.

Signature	Date	No. of Shares
<u>Almon A. Muehlhausen</u> Almon A. Muehlhausen	November 8, 1995	5,000

**ADOPTION OF PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION  
UNDER SECTION 333 OF THE INTERNAL REVENUE CODE**

The undersigned, being the only shareholder of Castlerock Custom Homes, Inc., a Florida corporation, hereby adopts the attached Plan of Complete Liquidation and Dissolution Under Section 333 of the Internal Revenue Code, and hereby authorize the officers and directors of the corporation to execute and file IRS Form 966, and Forms 1096 and 1099L, and all other returns, documents, and information required to be filed by reason of the complete liquidation of the corporation pursuant to the attached plan.

Executed by the undersigned on the date set forth opposite his name below.

Shareholder

Date of Signature

*Almon A. Muehlhausen*  
Almon A. Muehlhausen

*Nov. 8, 1995*



**PLAN OF COMPLETE LIQUIDATION AND  
DISSOLUTION PURSUANT TO SECTION 337  
OF THE INTERNAL REVENUE CODE**

Plan of complete liquidation and dissolution of Castlerock Custom Homes, Inc., a Florida corporation, hereinafter called the Corporation, pursuant to Section 337 of the Internal Revenue Code of 1954, as amended.

Section One. Approval of Plan. This plan shall become effective on approval by the shareholders of the corporation, either by unanimous written consent, in compliance with Section 607.1402 of the Florida General Corporation Act, or by affirmative vote of the holders of at least a majority of the outstanding shares of the corporation, in compliance with Section 607.1402 of the Florida General Corporation Act.

Section Two. Collection of Assets and Payment of Obligations. After approval and adoption of the plan by the shareholders, the corporation shall proceed to collect its assets and sell, exchange, convey, or otherwise dispose of or reduce to cash all of its assets, except such assets as may be distributed in kind to the shareholders in pro rata distributions, and to pay, satisfy, and discharge or make provision for payment, satisfaction, and discharge of its liabilities and obligations, including unascertained or contingent liabilities and obligations. Such sale, exchange, conveyance, or other disposition of the assets of the corporation shall be completed as quickly as possible after the approval and adoption of the plan by the shareholders, and in any event within the 12-month period beginning on the date the plan is adopted by the shareholders.

Section Three. Distribution of Assets. As soon as practicable, and in any event within the 12-month period beginning on the date this plan is adopted by the shareholders, the corporation shall:

(a) Make one or more pro rata distributions to shareholders, in cash or in kind, of assets of the corporation legally available for distribution as liquidating dividends;

(b) Withdraw from the jurisdictions in which it is legally qualified to do business; and

(c) Dissolve and file formal articles of dissolution in compliance with the provisions of the Florida General Corporation Act.

Section Four. Deposit of Amounts Due Certain Shareholders. Prior to the expiration of the 12-month period beginning on the date of adoption of this plan by the shareholders of the corporation, all amounts payable in cash as liquidating distributions to shareholders who are unknown or cannot be found, or who are under disability and have no person legally competent to

receive such amounts shall be delivered to the Florida Department of Banking and Finance pursuant to the provisions of Section 607.294 of the Florida General Corporation Act. All distributions payable other than in cash to such shareholders shall be reduced to cash and delivered to the Florida Department of Banking and Finance as provided above.

Section Five. Distribution of All Assets Within 12-Month Period; Contingent Liabilities. Within the 12-month period beginning on the date of adoption of this plan by the shareholders of the corporation, the corporation shall distribute all of its assets other than such assets as are retained to pay claims, including unascertained or contingent liabilities or expenses, in complete cancellation and redemption of all outstanding stock of the corporation. Any reserve retained to meet claims shall be specifically set aside for such purpose, and shall be reasonable in relation to the items involved. As an alternative to such a reserve, or in the event there exist any uncollected claims, contingent assets, or other assets of the corporation which may not be converted into cash prior to the expiration of the 12-month period and which it is not practicable to distribute in kind to shareholders within such 12-month period, the appropriate officers of the corporation are specifically authorized to make application to a circuit court, pursuant to Sections 607.261(4) and 607.277 of the Florida General Corporation Act, for the appointment, prior to the expiration of such 12-month period, of one or more of the directors of the corporation as receiver or receivers for the benefit of shareholders, to succeed to all of the right, title, and interest of the corporation in and to all of its assets. Any such receiver or receivers shall be given power to collect, liquidate, or otherwise convert into cash all remaining claims and assets of the corporation, and to pay, discharge, and satisfy all remaining obligations, liabilities, and expenses of the corporation, with the right to prosecute and defend litigation in the name of the corporation. Prior to the expiration of the 12-month period, the receiver or receivers shall assign to the shareholders of the corporation, the beneficial interest in any assets then held by them as receiver or receivers retaining only such incidents of ownership as are necessary to collect, liquidate, or otherwise convert into cash the remaining assets of the corporation, and to pay, discharge, or otherwise satisfy the remaining claims, liabilities, and expenses of the corporation. From and after the date of appointment of any such receiver or receivers, the corporation shall have no interest whatever in or to any of the remaining assets, and thereafter all such assets shall be held solely for the benefit of the shareholders of the corporation, subject only to unsatisfied claims, liabilities, and expenses.