

P95000095175

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Angus meters Inc

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\*\*\*\*\*43.75 \*\*\*\*\*43.75

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

☒ Dissolution / Withdrawal

Annual Report / Reinstatement

☒ Cert. Copy

Photo Copy

Certificate of Good Standing

☒ Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

FILED  
99 JAN -8 PM 5:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Signature

Requested by: Cher

Name

Date

Time

Walk-In

Will Pick Up



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 4, 1999

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: ANGUS MOTORS INCORPORATED  
Ref. Number: P95000095175

We have received your document for ANGUS MOTORS INCORPORATED and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the exhibit(s) referred to in your document.

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) 487-6908.

Teresa Brown  
Corporate Specialist

Letter Number: 199A00000111

RECEIVED

99 JAN -8 PM 3:45

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*Corrected*

ARTICLES OF DISSOLUTION OF  
ANGUS MOTORS INCORPORATED

FILED  
99 JAN -8 PM 5:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I. The name of this Corporation is ANGUS MOTORS INCORPORATED, which was duly incorporated on December 15, 1995, by the State of Florida.

II. The dissolution of the Corporation was authorized on December 28, 1998, by a Resolution and Written Consent of the Shareholders and Directors of the Corporation.


III. In accordance with *The Florida Business Corporation Act*, the number of votes cast by the Shareholders of the Corporation was sufficient to approve all actions taken on behalf of the Corporation by the officers, Directors and Shareholders to dissolve the Corporation.

IV. The Corporation has elected to dissolve on the unanimous consent of its Shareholders and Directors, a true copy of the Resolution of Angus Motors Incorporated, the Written Consent in Lieu of a Meeting of Directors and Shareholders being duly attached hereto and incorporated by reference herein as Composite Exhibit "A".

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Dissolution on the 29<sup>th</sup> day of December, 1998, in Merritt Island, Brevard County, State of Florida.

ATTEST:

ANGUS MOTORS INCORPORATED

  
E. Renee Cheney, Secretary (Seal)

By:

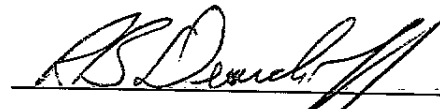
  
R. Bruce Deardoff, as Trustee

EXHIBIT A  
CERTIFIED COPY OF THE RESOLUTION OF  
ANGUS MOTORS INCORPORATED

I, E. RENEE CHENEY, Secretary of ANGUS MOTORS, INCORPORATED, hereby certify, that the following resolutions were unanimously adopted by the Shareholders and Directors of the Corporation by Written Consent dated DECEMBER 29, 1998.

**RESOLVED**, that the Corporation be liquidated in accordance with the applicable provisions of *The Internal Revenue Code of 1986*, as determined by the accountant for the Corporation; and


**FURTHER RESOLVED**, that in accordance with such Plan of Liquidation, the officers, directors and the accountant for the Corporation be and they hereby are authorized and directed to:

- (1) Liquidate the Corporation in accordance with the applicable provisions of *The Internal Revenue Code of 1986*, as determined by the accountant for the Corporation;
- (2) File Form 966 within thirty (30) days after the date hereof with the District Director of the Internal Revenue Service at Chamblee, Georgia, together with a copy of this Consent;
- (3) Distribute all the assets of the Corporation to the Shareholders subject to any unpaid liabilities and reduction and cancellation of all the outstanding stock of the Corporation, all as more specifically contemplated in the Plan of Liquidation and Distribution of Assets of the Corporation, as so adopted by the undersigned.
- (4) File a Certificate of Dissolution with the Secretary of State of Florida;
- (5) File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns as soon as possible after the distribution of the Corporate assets;
- (6) Provide for the payment of any indebtedness owed by the Corporation to any creditors or lienors.

**FURTHER RESOLVED**, that all actions taken on behalf of this Corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the Corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

Dated: DECEMBER 29, 1998.

(Seal)

  
E. Renee Cheney, Secretary

**WRITTEN CONSENT IN LIEU OF MEETING  
OF THE BOARD OF DIRECTORS OF  
AND SHAREHOLDERS OF  
ANGUS MOTORS INCORPORATED**

Pursuant to Florida Statutes Sections 607.0821 and 607.0704, the undersigned, being all of the members of the Board of Directors and all of the Shareholders of Angus Motors Incorporated (the "Corporation"), individually and collectively consent, in lieu of a meeting, by this writing effective as of the last date this document is signed by the signatory hereto, to take the following actions, adopt the following resolutions, and transact the following business of the Corporation:

- (1) Liquidate the Corporation in accordance with the applicable provisions of *The Internal Revenue Code of 1986*, as determined by the accountant for the Corporation;
- (2) File Form 966 within thirty (30) days after the date hereof with the District Director of the Internal Revenue Service at Chamblee, Georgia, together with a copy of this Consent;
- (3) Distribute all the assets of the Corporation to the Shareholders subject to any unpaid liabilities and reduction and cancellation of all the outstanding stock of the Corporation, all as more specifically contemplated in the Plan of Liquidation and Distribution of Assets of the Corporation, as so adopted by the undersigned.
- (4) File a Certificate of Dissolution with the Secretary of State of Florida;
- (5) File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns as soon as possible after the distribution of the Corporate assets;
- (6) Provide for the payment of any indebtedness owed by the Corporation to any creditors or lienors.

In furtherance of the foregoing, the following resolutions are hereby adopted and approved:

**RESOLVED**, that officers of the Corporation are authorized to execute, deliver and perform for and on behalf of the Corporation, all such agreements, documents and instruments and take all such action as may be necessary or appropriate to liquidate the Corporation; and further

**RESOLVED**, that the signing of this Consent shall constitute full ratification of all actions contemplated herein; and further

**RESOLVED**, that the officers of the Corporation are hereby authorized and directed to do all things, take all actions, and execute, deliver and file all documents and instruments, in the name and on behalf of the Corporation, as may be determined by any such officer to be necessary or convenient in effecting the foregoing resolutions and the transactions contemplated thereby (such determination to be conclusively evidenced by the taking or execution thereof by such officer); and further

**RESOLVED**, that this action by consent shall be effective as of the date of execution hereof and shall be delivered to the Secretary of the Corporation for inclusion in the Corporation's minutes or filing with the Corporation's records.

Execution of this certificate by the undersigned, being all of the members of the Board of Directors and the sole of the Shareholder of the Corporation, pursuant to Sections 607.0704 and 607.0821, respectively of the *Florida Business Corporation Act*, and the subsequent insertion of this certificate in the minute book of the Corporation, waive any requirement of a formal meeting of the Shareholders and the Board of Directors to conduct the business referred to herein.

12/27/98  
Date

R. Bruce Deardoff  
R. Bruce Deardoff  
Director/Shareholder

***PLAN OF LIQUIDATION AND DISTRIBUTION  
OF ASSETS OF ANGUS MOTORS INCORPORATED***

Authorization for Dissolution

1. Pursuant to a written consent of even date herewith, a majority of the owners of the outstanding common stock of the Corporation and all of the members of the Board of Directors of the Corporation adopted a resolution that the Corporation be dissolved.

Approval and Adoption of the Plan

2. The Board of Directors of the Corporation has determined that it is in the best interests of the Corporation and of its shareholders that the liquidation of the Corporation and the distribution of its assets be made pursuant to a formal, written plan of liquidation and distribution, under which ***ANGUS MOTORS INCORPORATED***, a Florida corporation shall be completely liquidated and dissolved, all of its known debts and liabilities shall be paid or otherwise provided for, and all of its remaining property and assets shall be distributed to its shareholders, according to their respective interests, in complete redemption and cancellation of all of the Corporation's shares. This plan shall become effective on the date set forth below, as approved by the vote or written consent of the Board of Directors. The date of Board approval and adoption of the plan is hereinafter called the "Effective Date."

Cessation of Business

3. After the Effective Date, the Corporation shall cease to carry on business, except to the extent necessary to properly wind up its affairs and to preserve the value of its business and assets pending liquidation and distribution. If necessary, the Corporation shall maintain a bank account to provide for the receipt and payment of receivables and payables.

Sale of Assets

4. After the Effective Date, the Board of Directors and the Officers of the Corporation may sell all of the assets of the Corporation or distribute them in kind to the shareholders. Any sales



shall be made on the terms and conditions and for the consideration that the Board deems reasonable and in the best interests of the Corporation and of its shareholders. The Board of Directors and the officers of the Corporation may execute any instruments that are necessary to transfer title to the property and assets.

#### Payment of Debts and Liabilities

5. Prior to making any distribution of corporate assets to the shareholders, the Board of Directors and the officers shall pay all of the known or ascertainable debts and liabilities of the Corporation.

The Corporation may set aside a sum of cash to be used for the payment of unascertained or contingent liabilities and expenses of the Corporation, including liabilities for taxes and expenses of liquidation and dissolution. Any amount remaining in the reserve fund after payment of these liabilities and expenses shall be distributed to the shareholders according to their respective interests.

#### Distribution of Assets

6. After payment of, or provision for, all of the known debts and liabilities of the Corporation, the Board of Directors and officers of the Corporation shall distribute the remaining corporate assets to the shareholders of record in the following manner: (1) with respect to any cash, by distributing to each shareholder a proportion of the cash equal to the proportion that the shares owned by the shareholder on the Effective Date bears to the total issued and outstanding shares of the Corporation; and (2) with respect to assets other than cash, by distributing to each shareholder an undivided interest in each of the assets equal to the proportion that the shares owned by the shareholder on the Effective Date bears to the total issued and outstanding shares of the Corporation.

This distribution shall be made to the shareholders on the following conditions: (1) that, on demand made by the Board of Directors, each shareholder properly endorse and surrender, for cancellation, the certificate or certificates evidencing ownership of the shareholder's shares; and

(2) that the distribution shall be in complete satisfaction of the rights of each shareholder as a shareholder of the Corporation.


Powers of Directors and Officers

7. The Board of Directors and the officers of the Corporation shall carry out the provisions of this plan and shall take all actions that are necessary or advisable to effect the complete liquidation of the Corporation and its dissolution, including the execution of such instruments as may be required to vest title to the assets in the shareholders and the execution of all documents required by law to be filed to effect the dissolution of the Corporation.

Effective Date

8. The Effective Date of this Plan shall for all purposes be December 28<sup>th</sup>, 1998 notwithstanding any date of execution or filing; and in no event shall the liquidation continue beyond June 30<sup>th</sup>, 1999, without the express authorization of the Board of Directors.

IN WITNESS WHEREOF, the undersigned President has executed this Plan of Liquidation and Dissolution on behalf of the Corporation this 29<sup>th</sup> day of DECEMBER 1998.

  
R. Bruce Deardoff, President