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(Requestor's Name)

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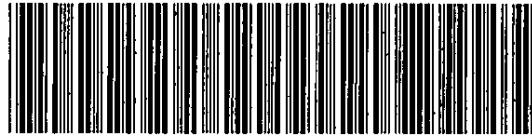
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TALLAHASSEE, FLORIDA
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FILED

8-4-08

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Rockford Construction, Inc.

DOCUMENT NUMBER: P96000030341

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

David F. Garber, Esq.

(Name of Contact Person)

Garber, Hooley & Holloway, LLP

(Firm/Company)

700 11th St S, Ste 202

(Address)

Naples, FL 34102

(City/State and Zip Code)

For further information concerning this matter, please call:

Colette Kellerhouse, Paralegal at (239) 774-1400

(Name of Contact Person)

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$35 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation as currently filed with the Florida Department of State:

Rockford Construction, Inc.

SECOND: The document number of the corporation (if known): P96000030341

THIRD: The date dissolution was authorized: 7/22/08

Effective date of dissolution if applicable: 7/22/08

(no more than 90 days after dissolution file date)

FOURTH: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signature: _____

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

Stephen Brandauer

(Typed or printed name of person signing)

President

(Title of person signing)

Filing Fee: \$35

FILED
2008 JUL 29 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTICE OF DISSOLUTION
OF
ROCKFORD CONSTRUCTION, INC.

NOTICE IS HEREBY GIVEN that Rockford Construction, Inc. ("Corporation"), a dissolved Florida Corporation, has filed articles of dissolution with the Secretary of State of the State of Florida on July 22, 2008. This notice is given pursuant to Section 607.1406, Florida Statutes. For purposes of this Notice, the term "Corporation" includes any successor person or entity appointed by the State Court pursuant to Section 607.1405, Florida Statutes.

The date of this notice is July 22, 2008. The persons or entities listed in Exhibit "A" may have a claim against the Corporation (collectively "Creditors"). The Corporation does not admit any such claim in whole or in part. Any such claim may be conditional or unliquidated. Notice is hereby given to the Creditors, that each party has 120 days from the date of this notice in which to file a claim with the dissolved Corporation. The Claims must be received by the Corporation no later than November 19, 2008 (Bar Date). All Claims must be submitted using the proof of claim form accompanying this Notice and shall be sent to the Corporation at:

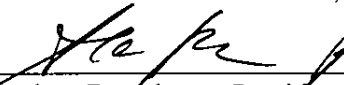
David F. Garber, Esq.
Garber, Hooley & Holloway, LLP
700 Eleventh Street South, Suite 202
Naples, Florida 34102

All claims will be treated in accordance with the plan for liquidation and distribution of assets dated July 22, 2008 ("Plan"). Any claim received by the Corporation after the Bar Date referenced above will be deemed waived and forever barred from participating in the payout plan set forth in the Corporation's Plan. Further, any claim filed pursuant to this Notice which is a direct or indirect duplicate of a claim already made to or paid by the Corporation, shall be deemed waived and forever barred. A duplicate claim would include any claim paid through a governmental administrative claim process of any other third party. Any claim which is determined not to be an obligation of the Corporation shall be deemed waived and forever barred. Your failure to properly or fully complete the proof of claim form will permit the Corporation to request that the State Court disallow the claim. After any objection to a claim because of insufficient documentation or explanation of the claim, the claimant shall have thirty days from the date of the Corporation's objection to such claim in which to submit to the Corporation an amended claim which corrects the deficiency of the original claim. Any objection to an amended claim will be determined by the Corporation which decision shall be final. The definitions, terms and provisions of the Corporation's Plan, a copy of which is enclosed with this Notice, control the disposition of claims and the allowance of the claim forms.

Except in the case of a secured creditor enforcing its rights in collateral under Chapter 679, Florida Statutes, there shall be no levy, execution, attachment, garnishment or the like in respect of any judgment against the assets of the Corporation other than real property owned by the

Corporation. The sole remedy to enforce the claims against the Corporation shall be through the claims settlement process set forth in the Plan.

ROCKFORD CONSTRUCTION, INC.

BY:  7/22/08
Stephen Brandauer, President Date

CERTIFICATE OF SERVICE

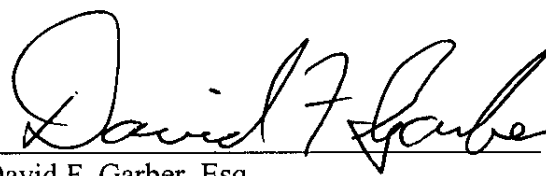
I HEREBY CERTIFY that a copy of the foregoing notice, the plan of distribution of assets and Section 607.1406, Florida Statutes were mailed by U.S. Mail this 22nd day of July, 2008, to:

W. McDaniel Construction
c/o Robert D. Young, Esq.
2125 First Street, Suite 100
Fort Myers, Florida 33901

Mid-Continent Casualty Company
c/o Bruce H. Schiller, Esq.
Law Offices of Yates and Schiller, P.A.
1489 West Palmetto Park Road, Suite 405
Boca Raton, Florida 33486

Summit Consulting, Inc.
c/o Dale Gardner Jacobs, Esq.
Post Office Box 2537
Lakeland, Florida 33806-2537

Color Wheel Paints & Coatings
11800 Metro Parkway
Fort Myers, Florida 33966


David F. Garber, Esq.
Florida Bar No.: 0672386

GARBER, HOOLEY & HOLLOWAY, LLP
700 Eleventh Street South, Suite 202
Naples, Florida 34102
(239)774-1400 Telephone
(239)774-6687 Facsimile

EXHIBIT "A"

Summit Consulting, Inc.

Mid-Continent Casualty Company

W. McDaniel Construction, Inc.

Color Wheel Paints & Coatings

PLAN OF DISTRIBUTION OF ASSETS OF ROCKFORD CONSTRUCTION, INC.

This Plan of Distribution of Assets ("Plan") is adopted this 22nd day of July, 2008, by the board of directors of Rockford Construction, Inc. ("Corporation") pursuant to Section 607.1403, Florida Statutes:

Factual Basis

1. The board of directors of the Corporation adopted a resolution recommending the dissolution of the Corporation on July 22, 2008. Pursuant to that resolution, the members of the Corporation have voted to dissolve the Corporation.

Terms and Conditions of Plan

2. The Corporation shall discharge or pay or shall make provisions for the discharge or payment of all liabilities and obligations of the Corporation existing on the date of this Plan. To the extent that the assets of the Corporation are insufficient to pay all of the creditors of the Corporation, all of the creditors shall be paid a *pro rata* amount of their claims against the Corporation. Any person or entity holding a claim against the Corporation shall give written proof of the amount and legal basis for the claim in writing to David F. Garber, Esq., 700 Eleventh Street South, Suite 202, Naples, Florida 34102.

3. Claims shall be paid in the following priority: All secured claims shall be paid by the liquidation of the collateral securing the claims. Any remaining indebtedness after liquidation of the collateral shall be deemed an unsecured claim. All wages, taxes or charges to any governmental unit which are unsecured shall be paid next. All remaining unsecured claims shall be paid next.

4. There are no assets in the corporation and no payments to the corporation are anticipated. Therefore, no creditor shall receive any payments upon the liquidation, regardless of priority.

ROCKFORD CONSTRUCTION, INC.

BY: 

Stephen Brandauer, President

**CREDITOR'S PROOF OF CLAIM
TO
ROCKFORD CONSTRUCTION, INC.**

DIRECTIONS: The following is a proof of claim form for submission of a claim to Rockford Construction, Inc., a dissolved Florida Corporation. Please fill out the form COMPLETELY. Your failure to fully complete the form and to supply all supporting documentation will result in Rockford Construction, Inc.'s trustee objecting to your claim. If two successive objections are made to the claim based upon deficiencies in the information provided, the claim will be disallowed. Further, a completed proof of claim form with all relevant and required supporting documents attached must be received at the address on the form no later than _____ ("Bar Date"), or the claim will be disallowed and no payments on such claim shall be due and owing to the creditor by Rockford Construction, Inc.

I, _____, as the authorized representative of the creditor identified in this proof of claim, state as follows:

NAME/ADDRESS OF CREDITOR:

[insert name, address and telephone number]

1. The consideration for this debt is _____.
(list nature of debt, i.e. personal injury, product liability, materials vendor, services vendor). The writing on which this claim is based is _____ (identify nature of written agreement, if any, i.e. contract, agreement, purchase order, credit agreement). Attached is a full, true and accurate copy or copies of the documents identified in this paragraph as the basis for this claim.

2. The Creditor claims that Rockford Construction, Inc. is obligated to pay the Creditor the sum of \$ _____. Attached is/are full, true and accurate copies of all statements, billings or invoices which support the sum claimed.

3. The Creditor's claim is a (a) secured; (b) priority unsecured; (c) general unsecured; (d) general unsecured of an insider to Rockford Construction, Inc., as those terms are defined in the Plan for Liquidation and Distribution of Assets of Rockford Construction, Inc. dated _____ ("Plan"), a copy of which was sent to the Creditor with this form.

4. I hereby swear or affirm that the foregoing information provided on behalf of the Creditor is truthful and accurate and can be relied upon by Rockford Construction, Inc. or its successors. Upon objection to this claim by Rockford Construction, Inc. or its successors, I agree to provide such other and further information regarding the Creditor's claim in an amended claim.

Dated: _____, 2008.

Name of person completing form

Name of Creditor

Position with Creditor

Address of Creditor

The foregoing must be sent to the following so it is received in the offices of David F. Garber, Esq., Garber, Hooley & Holloway, LLP, 700 Eleventh Street South, Suite 202, Naples, Florida 34102 on or before 5:00p.m. E.S.T. if the Bar Date referenced above.

Florida Statutes

607.1406 Known claims against dissolved corporation. -

(1) A dissolved corporation or successor entity, as defined in subsection (15), may dispose of the known claims against it by following the procedures described in subsections (2), (3), and (4).

(2) The dissolved corporation or successor entity shall deliver to each of its known claimants written notice of the dissolution at any time after its effective date. The written notice shall:

(a) Provide a reasonable description of the claim that the claimant may be entitled to assert;

(b) State whether the claim is admitted or not admitted, in whole or in part, and, if admitted:

1. The amount that is admitted, which may be as of a given date; and
2. Any interest obligation if fixed by an instrument of indebtedness;

(c) Provide a mailing address where a claim may be sent;

(d) State the deadline, which may not be fewer than 120 days after the effective date of the written notice, by which confirmation of the claim must be delivered to the dissolved corporation or successor entity; and

(e) State that the corporation or successor entity may make distributions thereafter to other claimants and the corporation's shareholders or persons interested as having been such without further notice.

(3) A dissolved corporation or successor entity may reject, in whole or in part, any claim made by a claimant pursuant to this subsection by mailing notice of such rejection to the claimant within 90 days after receipt of such claim and, in all events, at least 150 days before expiration of 3 years following the effective date of dissolution. A notice sent by the dissolved corporation or successor entity pursuant to this subsection shall be accompanied by a copy of this section.

(4) A dissolved corporation or successor entity electing to follow the procedures described in subsections (2) and (3) shall also give notice of the dissolution of the corporation to persons with known claims, that are contingent upon the occurrence or nonoccurrence of future events or otherwise conditional or unmatured, and request that such persons present such claims in accordance with the terms of such notice. Such notice shall be in substantially the form, and sent in the same manner, as described in subsection (2).

(5) A dissolved corporation or successor entity shall offer any claimant whose known claim is contingent, conditional, or unmatured such security as the corporation or such entity determines is sufficient to provide compensation to the claimant if the claim matures. The dissolved corporation or successor entity shall deliver such offer to the claimant within 90 days after receipt of such claim and, in all events, at least 150 days before expiration of 3 years following the effective date of dissolution. If the claimant offered such security does not deliver in writing to the dissolved corporation or successor entity a notice rejecting the offer within 120 days after receipt of such offer for security, the claimant is deemed to have accepted such security as the sole source from which to satisfy his or her claim against the corporation.

(6) A dissolved corporation or successor entity which has given notice in accordance with subsections (2) and (4) shall petition the circuit court in the county where the corporation's principal office is located or was located at the effective date of dissolution to determine the amount and form of security that will be sufficient to provide compensation to any claimant who has rejected the offer for security made pursuant to subsection (5).

Florida Statutes

(7) A dissolved corporation or successor entity which has given notice in accordance with subsection (2) shall petition the circuit court in the county where the corporation's principal office is located or was located at the effective date of dissolution to determine the amount and form of security which will be sufficient to provide compensation to claimants whose claims are known to the corporation or successor entity but whose identities are unknown. The court shall appoint a guardian ad litem to represent all claimants whose identities are unknown in any proceeding brought under this subsection. The reasonable fees and expenses of such guardian, including all reasonable expert witness fees, shall be paid by the petitioner in such proceeding.

(8) The giving of any notice or making of any offer pursuant to the provisions of this section shall not revive any claim then barred or constitute acknowledgment by the dissolved corporation or successor entity that any person to whom such notice is sent is a proper claimant and shall not operate as a waiver of any defense or counterclaim in respect of any claim asserted by any person to whom such notice is sent.

(9) A dissolved corporation or successor entity which has followed the procedures described in subsections (2)-(7):

(a) Shall pay the claims admitted or made and not rejected in accordance with subsection (3);

(b) Shall post the security offered and not rejected pursuant to subsection (5);

(c) Shall post any security ordered by the circuit court in any proceeding under subsections (6) and (7); and

(d) Shall pay or make provision for all other known obligations of the corporation or such successor entity.

Such claims or obligations shall be paid in full, and any such provision for payments shall be made in full if there are sufficient funds. If there are insufficient funds, such claims and obligations shall be paid or provided for according to their priority and, among claims of equal priority, ratably to the extent of funds legally available therefor. Any remaining funds shall be distributed to the shareholders of the dissolved corporation; however, such distribution may not be made before the expiration of 150 days from the date of the last notice of rejections given pursuant to subsection (3). In the absence of actual fraud, the judgment of the directors of the dissolved corporation or the governing persons of such successor entity as to the provisions made for the payment of all obligations under paragraph (d) is conclusive.

(10) A dissolved corporation or successor entity which has not followed the procedures described in subsections (2) and (3) shall pay or make reasonable provision to pay all known claims and obligations, including all contingent, conditional, or unmatured claims known to the corporation or such successor entity and all claims which are known to the dissolved corporation or such successor entity but for which the identity of the claimant is unknown. Such claims shall be paid in full, and any such provision for payment made shall be made in full if there are sufficient funds. If there are insufficient funds, such claims and obligations shall be paid or provided for according to their priority and, among claims of equal priority, ratably to the extent of funds legally available therefor. Any remaining funds shall be distributed to the shareholders of the dissolved corporation.

(11) Directors of a dissolved corporation or governing persons of a successor entity which has complied with subsection (9) or subsection (10) are not personally liable to the claimants of the dissolved corporation.

(12) A shareholder of a dissolved corporation the assets of which were distributed pursuant to subsection (9) or subsection (10) is not liable for any claim against the corporation in an amount in excess of such

Florida Statutes

shareholder's pro rata share of the claim or the amount distributed to the shareholder, whichever is less.

(13) A shareholder of a dissolved corporation, the assets of which were distributed pursuant to subsection (9), is not liable for any claim against the corporation, which claim is known to the corporation or successor entity, on which a proceeding is not begun prior to the expiration of 3 years following the effective date of dissolution.

(14) The aggregate liability of any shareholder of a dissolved corporation for claims against the dissolved corporation arising under this section, s. 607.1407, or otherwise, may not exceed the amount distributed to the shareholder in dissolution.

(15) As used in this section or s. 607.1407, the term "successor entity" includes any trust, receivership, or other legal entity governed by the laws of this state to which the remaining assets and liabilities of a dissolved corporation are transferred and which exists solely for the purposes of prosecuting and defending suits by or against the dissolved corporation, enabling the dissolved corporation to settle and close the business of the dissolved corporation, to dispose of and convey the property of the dissolved corporation, to discharge the liabilities of the dissolved corporation, and to distribute to the dissolved corporation's shareholders any remaining assets, but not for the purpose of continuing the business for which the dissolved corporation was organized.

History. - s. 126, ch. 89-154; s. 155, ch. 90-179; s. 37, ch. 93-281; s. 33, ch. 97-102; s. 34, ch. 2003-283.