

P96000031990

# ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

City/St/Zip

850-222-2785

Phone #

FILED  
99 DEC 28 PM 3:23  
TALLAHASSEE, FLORIDA

## CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- GERMAIN OMPORTS OF NAPLES INC

2-

3-

4-

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

### NEW FILINGS

<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

### AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

000003081730--8  
-12/28/99--01026--021  
\*\*\*\*\*87.50 \*\*\*\*\*43.75

### OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

☒ UCC FILING

### REGISTRATION/QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

DIS  
12-29-99  
DHS

Examiner's Initials

RECEIVED  
99 DEC 28 AM 11:30  
TALLAHASSEE, FLORIDA

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**ARTICLES OF DISSOLUTION**

99 DEC 28 PM 3: 23

CLERK OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to §607.1403, Florida Statutes, the undersigned Corporation submits these Articles of Dissolution:*

FIRST: The name of this Corporation is GERMAIN IMPORTS OF NAPLES, INC., a Florida Corporation (the "Corporation") and its Charter Number is P96000031990. It was organized under the laws of the State of Florida on April 8, 1996.

SECOND: The date dissolution was authorized: December 20, 1999

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

FOURTH: The number of votes cast for dissolution was sufficient for approval by the shareholders, voting by voting groups was not required.

Signed this 29<sup>th</sup> day of December, 1999.

Signature Robert L. Germain Sr.  
(By the Chairman or Vice Chairman of the Board, President, or other Officer)

Robert L. Germain, Sr., President  
(typed or printed name)

**WRITTEN CONSENT TO ACTION BY THE SHAREHOLDERS OF  
GERMAIN IMPORTS OF NAPLES, INC.**

**AUTHORIZING DISSOLUTION OF THE CORPORATION  
AND ADOPTING A PLAN OF LIQUIDATION & DISSOLUTION**

The undersigned being all of the Shareholders of GERMAIN IMPORTS OF NAPLES, INC., a Florida Corporation, acting in accordance with §607.0704 of the Florida Business Corporation Act, hereby waive all notice of time, place or purpose of meeting and approve, adopt, and take the following actions by means of this written consent:

**WHEREAS**, the Shareholders have determined that it is advisable and beneficial for the Corporation that it be liquidated and dissolved; and

**WHEREAS**, the Shareholders do hereby adopt a Plan of Liquidation and Dissolution for the Corporation;

**RESOLVED:** That the following Plan of Liquidation is adopted to assemble and marshal the assets of the Corporation, pay or make adequate provision for the debts of the Corporation, and to distribute any remaining assets of the corporation:

1. The Corporation shall be liquidated pursuant to Section 331 of the Internal Revenue Code and §607.1402(6) of the Florida Statutes.
2. All liabilities and obligations of the Corporation will be paid or discharged, or adequate provision will be made for them.
3. The Officers of the Corporation are authorized to sell or otherwise liquidate all of the properties and assets of the Corporation that they deem necessary or advantageous to facilitate the liquidation of the Corporation.
4. 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, the following:
  - (a) Executing any and all instruments of conveyance;
  - (b) Paying all taxes and fees;
  - (c) Executing all documents required by law to be filed;

- (d) Retaining professional advisors; and
  - (e) Doing all other things necessary or convenient to effect the dissolution of the Corporation.
5. After the provision for, or 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 their shares in the Corporation.

The effective date of dissolution shall be December 20, 1999.

DATED this 27<sup>th</sup> day of December, 1999.

SHAREHOLDERS:

Robert L. Germain, Sr.  
Robert L. Germain, Sr.

Robert L. Germain, Jr.  
Robert L. Germain, Jr.

Stephen L. Germain  
Stephen L. Germain