

P96000043920

Avery, Whigham & Winesett, P.A.

Attorneys at Law

Richard W. Winesett
Dwight A. Whigham
Dennis L. Avery
Robert A. Winesett
James M. Costello
John L. Pilarski

Corner of First and Hendry Streets
2248 First Street
Fort Myers, Florida 33901

Post Office Box 610
Fort Myers FL 33902-0610
FAX (941)334-6258
Phone (941)334-7040

9.3.99

State of Florida
Department of State
Division of Corporations
Attn: Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

Re: Hoffman San Carlos Corporation
Document No. P96000043920

Dear Amendment Section Personnel:

Enclosed are the Articles of Dissolution, Certification of Resolutions and Consent of Shareholders for the above referenced Florida corporation and my client's check in the amount of \$35.00 for the filing fee.

Should you have any questions regarding this matter, please call the at the number listed above.

Sincerely,


Robert A. Winesett

Enclosures as stated

FILED
99 SEP 13 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**HOFFMAN SAN CARLOS CORPORATION
ARTICLES OF DISSOLUTION**

1. The name of the corporation is HOFFMAN SAN CARLOS CORPORATION, a Florida corporation, Document Number P96000043920.

2. The name and address of the officers of the corporation is as follows:

John M. Hoffman, President
111 Newbury Way, Danville, VA 24541

Valerie L. Hoffman, Secretary
111 Newbury Way, Danville, VA 24541

3. The names and addresses of the directors are:

John M. Hoffman and Valerie L. Hoffman
111 Newbury Way, Danville, VA 24541

4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provisions have been made for them.

5. All the remaining property and assets of the corporation have been distributed to its shareholders, John M. Hoffman and Valerie L. Hoffman.

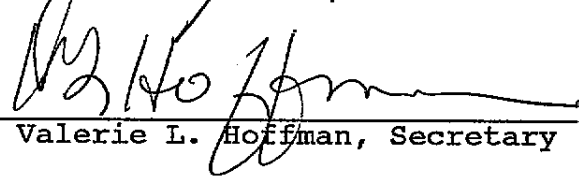
6. There are no actions pending against the corporation in any court.

7. An executed copy of the written consent of the shareholders to dissolve is attached. There are no other shareholders of the corporation.

Dated this 3rd day of September, 1999.



John M. Hoffman, President



Valerie L. Hoffman, Secretary

ATTEST:

FILED
99 SEP 13 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF VIRGINIA

CITY
COUNTY OF DANVILLE

The foregoing instrument was acknowledged before me this 3 day of SEPT, 1999, by John M. Hoffman and Valerie L. Hoffman as president and secretary, respectively, of Hoffman San Carlos Corporation, who are both ☒ personally known to me or who have each produced ☐ a Virginia driver license or ☐ _____ as identification.

NOTARY PUBLIC:

sign Charles S. Walters, Jr.
print 08-31-2000

My Commission Expires:

CHARLES S. WALTERS, JR.

(Seal)

**CERTIFICATION OF RESOLUTIONS
OF SHAREHOLDERS AND DIRECTORS OF
HOFFMAN SAN CARLOS CORPORATION**

I, Valerie L. Hoffman, as Secretary of HOFFMAN SAN CARLOS CORPORATION, a Florida corporation, hereby certify that the following resolutions adopting a plan of complete liquidation and dissolution of HOFFMAN SAN CARLOS CORPORATION, were duly and regularly passed and adopted at a special meeting of the directors held on August 31, 1999, and were unanimously approved by its shareholders at a special meeting of shareholders held on August 31, 1999.

RESOLVED, that the following plan of liquidation of the corporation pursuant to Section 331 of the Internal Revenue Code of 1986, as amended, and the laws of Florida is hereby adopted, subject to approval of the shareholders of the corporation:

1. The plan shall become effective upon the approval and adoption by the corporation's shareholders.

2. After approval and adoption of the plan by its shareholders, the officers and directors, and counsel for the Corporation are authorized and directed to ensure:

a. That within thirty (30) days after the date of the meeting at which the shareholders adopt the plan of liquidation, counsel for the Corporation shall file Form 966 with the District Director of Internal Revenue, Atlanta, Georgia, together with a certified copy of this resolution;

b. That a list of all the real property assets of the corporation be prepared with a proposed distribution of such assets to the shareholders of the corporation on a pro rata basis based on the fair market value of such real property;

c. That thereafter, as soon as practicable, the Corporation shall distribute all assets, subject to any unpaid liabilities, to the shareholders in redemption and cancellation of all the outstanding capital stock of the Corporation. The officers and directors shall use their discretion as to how the assets and liabilities shall be apportioned among the shareholders, but in no event shall they distribute to any shareholder net assets of a lesser value than is due such shareholder on a pro rata basis, using the fair market value of such assets of the basis for determining the pro rata amount applicable to each share of stock;

d. That the Corporation shall proceed as far as possible to collect all accounts receivable;

e. That the Corporation shall pay or make provisions for the payment of all obligations and claims against the corporation;

f. That counsel for the Corporation prepare articles of dissolution pursuant to Chapter 607, Florida Statutes, for execution by the proper officers of the Corporation and file the articles with the Florida Department of State.

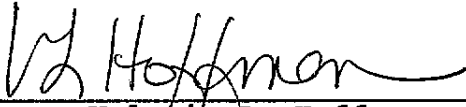
g. That the proper officers and the Corporation's accountant shall prepare and file final tax returns with a final tax year closing date of not later than December 31, 1999, with the Florida Department of Revenue and the Commissioner of Internal Revenue.

3. The officers and directors of the Corporation are empowered, authorized, and directed to pay all fees and taxes and to do or cause to be done such other acts as they may deem necessary or proper in order to carry out the provisions of this resolution, and to adopt any further resolutions that may be necessary in liquidating and dissolving the Corporation in accordance with the expressed intent of the shareholders under the plan adopted.

4. It is intended that this plan be a plan of complete liquidation within the terms of Section 331 of the Internal Revenue Code of 1986, as amended.

I further certify that the foregoing resolutions remain in full force and effect and have not be rescinded or modified.

3rd Executed by me, the secretary of the corporation, on this day of September, 1999.



Valerie L. Hoffman
Secretary

STATE OF VIRGINIA

419Y
COUNTY OF DONVILLE

The foregoing instrument was acknowledged before me this 3 day of SEPT, 1999, by Valerie L. Hoffman, as secretary of Hoffman San Carlos Corporation, who is ☒ personally known to me or who has produced ☐ a Virginia Driver License or ☐ _____ as identification.

NOTARY PUBLIC:


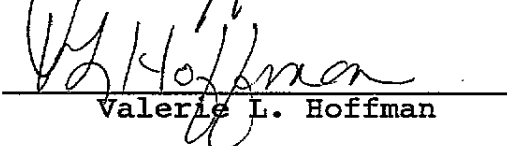
sign Charles S. Walters
print CHARLES S. WALTERS, JR.
My Commission Expires:

08-31-2000

(Seal)

**SHAREHOLDERS CONSENT TO
VOLUNTARY CORPORATE DISSOLUTION
BY HOFFMAN SAN CARLOS CORPORATION**

The undersigned, being all of the shareholders of the HOFFMAN SAN CARLOS CORPORATION, consent to the voluntary dissolution of the corporation.

Shareholder	Date of Signing	Number of <u>Shares</u>
 John M. Hoffman	<u>9-2-99</u>	10,000
 Valerie L. Hoffman	<u>9-3-99</u>	10,000