

P96000083133

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

DEC 21 2006
Diss

LAW OFFICES OF
FERGESON, SKIPPER, SHAW, KEYSER, BARON & TIRABASSI, P.A.
Established in 1976

DOUGLAS R. BALD (5)
DAVID J. BARON (7)
JAMES O. FERGESON, JR. (2)
RICHARD R. GANS (4)
STEPHEN B. KEYSER (3)
DAVID S. MAGLICH (1) (6)
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(1) BOARD CERTIFIED CIVIL TRIAL LAWYER
(2) BOARD CERTIFIED TAX LAWYER
(3) BOARD CERTIFIED REAL ESTATE LAWYER
(4) BOARD CERTIFIED WILLS, TRUSTS
AND ESTATES LAWYER
(5) BOARD CERTIFIED APPELLATE LAWYER
(6) BOARD CERTIFIED BUSINESS
LITIGATION LAWYER
(7) FLORIDA SUPREME COURT
CERTIFIED CIRCUIT MEDIATOR

December 20, 2006

FEDERAL EXPRESS
TRACKING NO: 7995 5737 3788

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Bechtold Corporation
Our File No. 7163 / 12644

Dear Ladies or Gentlemen:

Enclosed are:

1. Articles of Dissolution for Bechtold Corporation.
2. Copy (not for filing) of Action by Written Consent, etc. authorizing the dissolution of Bechtold Corporation.
3. Our check for \$35 to cover the filing fees for the Articles of Dissolution only.

Please file the Articles of Dissolution and return the filed Articles to us in the stamped, pre-addressed envelope **enclosed** for your convenience.

Should you have any questions, please do not hesitate to call us.

Very truly yours,


J. Ronald Skipper

JRS/ghf

Enclosures

cc: Mr. and Mrs. Richard A. Bechtold
Mr. Aaron S. Thiel

369162

ARTICLES OF DISSOLUTION
OF
BECHTOLD CORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The name of the corporation is BECHTOLD CORPORATION.
2. The document number of the corporation is P96000083133.
3. The date dissolution was authorized was December 7, 2006. The effective date of the dissolution shall be the date these Articles are filed with the Florida Department of State or any successor.
4. The dissolution of the corporation was approved by unanimous consent of the shareholders.

EXECUTED on DEC. 12, 2006.

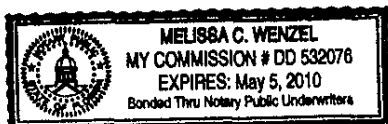
BECHTOLD CORPORATION
a Florida corporation

By: Richard A. Bechtold 12/12/06
RICHARD A. BECHTOLD, President

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on DEC. 12, 2006,
by RICHARD A. BECHTOLD, who ☒ is personally known to me or ☐ has produced
_____ as identification.



Melissa C. Wenzel
MELISSA C. WENZEL

(Print or stamp name)

Notary Public

Serial Number (if any) DD 532076

Commission Expiration Date MAY 5, 2010

ACTION BY WRITTEN CONSENT OF SHAREHOLDERS
IN LIEU OF SPECIAL MEETING
OF
BECHTOLD CORPORATION

The undersigned, being all of the shareholders of the above named corporation, a Florida corporation, do hereby consent in writing to the adoption of the following resolutions, taking the action in lieu of a special meeting of the corporation's shareholders as permitted by Section 607.0704 of the Florida Statutes.

RESOLVED AS FOLLOWS:

1. That the undersigned, as the holders of 100% of the issued and outstanding voting shares of stock in this corporation, have determined that it is in the best interests of the corporation and its shareholders to completely liquidate and dissolve the corporation.

2. That the following plan of liquidation of the corporation is hereby adopted:

A. The appropriate officers of the corporation shall distribute in liquidation to the shareholders, in cash or in kind, as their interests may appear in the corporation's records, all of the assets of the corporation, by executing and delivering to the shareholders all necessary deeds and documents of conveyance and by transferring and assigning to the shareholders all other assets of the corporation.

B. Prior to the date that the assets of the corporation are distributed to the shareholders in liquidation, the corporation shall pay all of its ascertained liabilities (other than mortgages on real estate conveyed subject to the mortgages) to the extent of the corporation's assets, and if possible, shall set aside a reasonable reserve in cash for payment of any unascertained or contingent liabilities and expenses of the corporation. Any balance remaining in such reserve after the payment of liabilities and expenses shall be distributed to the shareholders. The shareholders may elect to take on the corporation's liabilities.

C. Within 30 days after the date of adoption of this plan of liquidation, the secretary of the corporation shall cause Treasury Department Form 966, together with all required attachments thereto, to be filed with the appropriate officer of the Internal Revenue Service.

D. Upon distribution of all of the assets of the corporation in complete liquidation, the officers of the corporation shall instruct the corporation's accountant to close the books of the corporation and to prepare and file a final Federal Income Tax Return and State of Florida Income Tax Return on behalf of the corporation.

E. The appropriate officers and directors of the corporation shall cause to be filed with the Department of State, State of Florida, all necessary documents pursuant to the provisions of Section 607.1403, Florida Statutes, to effect a complete statutory dissolution of the corporation. Following the filing of the corporation's Articles of Dissolution, the officers and directors of the corporation shall have all powers conferred by Section 607.1405 of the Florida Statutes to adopt all

resolutions, execute all documents, file all papers and take whatever actions they deem necessary or desirable for the purpose of effecting the complete liquidation and dissolution of the corporation, so long as any such action shall not be inconsistent with the provisions of Section 331 of the Internal Revenue Code and the Treasury Regulations issued thereunder. This plan shall be deemed to authorize such action as, in the opinion of counsel for the corporation, may be necessary to conform with the provisions and requirements of Section 331 of the Internal Revenue Code.

EXECUTED as of December 7, 2006.



RICHARD A. BECHTOLD
SHAREHOLDER



MARGARET A. BECHTOLD
SHAREHOLDER

369117