January 30, 1998

Florida Department of State Division of Corporations Dissolution Section Post Office Box 6327 Tallahassee, FL 32314 900002422379--5 -02/05/38--01060--010 \*\*\*\*\*35.00 \*\*\*\*\*35.00

Re:

Rollin Sound of Northside, Inc.

EIN#: 59-3443028

Dear Sir or Madam:

In reference to the Corporate Dissolution of the aforementioned Corporation, I am enclosing the following documents:

- 1. A letter dated January 30, 1998 authored by Ms. Rosser;
- 2. The Articles of Dissolution in original form;
- 3. Minutes of the meeting of the Shareholders regarding Dissolution of Corporation;
- 4. A check in the amount of \$35.00.

If there are any questions, please contact me.

Sincerely yours

Landen R. Blair, MBA, CPA

President

pc: Barbara Rosser

**Enclosures** 

TLL FEB 0 1998

### Rollin Sound of Northside, Inc. 15446 Cape Drive South Jacksonville, FL 32226

January 30, 1998

Florida Department of State Division of Corporations Dissolution Section Post Office Box 6327 Tallahassee, FL 32314

Re: Corporate Dissolution

Dear Sir or Madam:

Pursuant to Section 607.1403 Florida Statutes, this corporation submits the original Articles of Dissolution for Rollin Sound of Northside, Inc. with a check of \$35.00 to cover filing fees. The dissolution was approved by all shareholders on December 31, 1997 of which a copy has been attached.

If I may be of further assistance, please call me at (904) 751-4108.

Sincerely yours

Barbara Rosser

Treasurer

**Enclosures** 

## Rollin Sound of Northside, Inc.

#### **Articles of Dissolution**

Florida Statues Sections 607.1403

1. The name and respective addresses of the Officers, Directors and Stockholders of Rollin Sound of Northside, Inc.;

#### Stockholders of Rollin Sound of Northside, Inc.:

Barbara Rosser

50% Stock Ownership

15446 Cape Drive South Jacksonville, FL 32226

Jeremy Doran 10514 Monaco Drive Jacksonville, FL 32218

50& Stock Owner



The Officers and Directors of Rollin Sound of Northside, Inc. are:

Barbara Rosser

Secretary, Treasurer and Director

Jeremy Doran President and Director

- 2. The Corporation known as Rollin Sound of Northside, Inc. ceased operation as of December 31, 1997.
- 3. On December 31, 1997, or at such other date as all debts, obligations and liabilities of the Corporation have been paid, there were no remaining funds on deposit in the bank account and no furniture and equipment or other assets remaining on the books of the company to be distributed to the Shareholder listed in Paragraph 1.
- 4. All original records of Rollin Sound of Northside, Inc. shall be maintained by Barbara Rosser for a minimum of at least three (3) years. Further, the accounting and tax records in the possession of Mr. Landen R. Blair shall be available at any time to Barbara Rosser.
- 5. There are no lawsuits, administrative actions or claims of any kind whatsoever now pending or known to be pending to the shareholders against the Corporation or its Officers, Director, or Stockholder concerning or relating to the business activities and operation of Rollin Sound of Northside, Inc., except there is known to be a contingent claim by Quality Stereo of Jacksonville, 1866 Blanding Blvd., Jacksonville, FL 32210 for an unknown amount.
- 6. Rollin Sound of Northside, Inc. has made known and disclosed to its Shareholder a full accounting and disclosure as to its assets and liabilities existing as of December 31, 1997. After consideration of this disclosure and all other matters affecting the Corporation and its operations, the Shareholder has now determined that it is in the best interest of Rollin Sound of Northside, Inc. to dissolve at this time. Upon

consideration by the Shareholder, the Officers and Director of the Corporation, each Officer, Director and Shareholder hereby forever releases and discharge forever Rollin Sound of Northside, Inc. or any of its Officers, Directors or Shareholders from all of the following:

- a) All liability by any Officer, Director or Shareholder for any act, past, present, or future, arising out of, connected with, or in any way resulting from the acts of the Officers, Directors or Shareholders of Rollin Sound of Northside, Inc.
- b) All causes of actions, claims, suits and demands arising out of, connected with, or in any way resulting form the acts of the Officers, Directors or Shareholders of Rollin Sound of Northside, Inc.; and
- c) All responsibility for any and all of the Officers, Directors or Shareholders', damages, losses, costs, attorneys' fees and expenses arising out of, connected with, or in any way resulting form the acts of the Officers, Directors or Shareholders of Rollin Sound of Northside, Inc.; and
- In addition, the Officers, Directors, and Shareholders of Rollin Sound of Northside, Inc. to indemnity and hold harmless the Officers, Directors or Shareholders of Rollin Sound of Northside, Inc. against any and all liens, claims, demands and actions in law or in equity that have been or hereafter may be made or brought by or on behalf of any person, entity, agency, Officer, Director or Shareholder of Rollin Sound of Northside, Inc.
- 7. The parties listed in Paragraph 1 above as Shareholders or Stockholders of Rollin Sound of Northside, Inc. hereby evidence their consent by executing this document in the space provided below to:
  - a) The Dissolution of the Corporation, Rollin Sound of Northside, Inc.;
  - b) To the termination of their employment with Rollin Sound of Northside, Inc. as an Officer, Director or Shareholder.
- 8. By affixing their signatures to this document, each Stockholder of Rollin Sound of Northside, Inc. acknowledges the dissolution of the Corporation and consents to the liquidation of the assets as described in this document.

Dated this 31st day of December, 1997.

# MINUTES OF THE MEETING OF THE SHAREHOLDERS OF ROLLIN SOUND OF NORTHSIDE, INC.

December 31, 1997 Jacksonville, FL

The meeting of the Shareholders of Rollin Sound of Northside, Inc. was held at 15446 Cape Drive South, Jacksonville, FL 32226, on December 31, 1997.

All of the Shareholders of the Company were present at the meeting, including:

Jeremy Doran Barbara Rosser

Jeremy Doran presided and acted as chairman of the meeting and he recorded the minutes of the meeting.

The chairman brought up for discussion the Articles of Dissolution and stated that the company had no assets for distribution to its Shareholders.

After discussion upon motion made, seconded and unanimously carried, it was:

RESOLVED, that the Articles of Dissolution of this Company which have been executed by its Shareholder is hereby ratified, approved and adopted as the action of this company.

RESOLVED FURTHER, that the appropriate Officers of the Company are authorized and directed to file with the Internal Revenue Service the Articles of Dissolution of this Company and to take whatever action as may be necessary and required to dissolve this Company.

There being no further business to come before the meeting, upon motion made, seconded and unanimously the meeting was unanimously adjourned.

Barbara Rosser, Secretary

Attest:

Board of Directors

<u>December 31, 1997</u>

December 31, 1997

Barbara Rosser