

DEC. 22. 2008 11:55AM

C S C

NO. 952 P. 1/7

Florida Department of State

Division of Corporations  
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To:

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Fax Number : (850) 617-6380

From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
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2008 DEC 22 PM 3:24  
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

DISSOLUTION OR WITHDRAWAL

CARLIN RANCH, INC.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$35.00

*[Handwritten signature]*

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12-22-08

DEC. 22. 2008 11:55AM C S C

NO. 952 P. 2/7

FROM : Wood Seidl & Anderson

FAX NO. : 941-925-9164

Dec. 22 2008 10:14AM P2

ARTICLES OF DISSOLUTION  
OF  
CARLIN RANCH, INC.  
a FLORIDA CORPORATION

FILED  
2008 DEC 22 PM 3:24  
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TALLAHASSEE, FLORIDA

1. The name of the corporation is CARLIN RANCH, INC.
2. The date of dissolution was authorized was 12-18-08  
\_\_\_\_\_, 2008.
3. The dissolution was approved by the shareholders and the number cast for dissolution was sufficient for approval.
4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made for them.
5. All the remaining property and assets of the corporation, if any, have been distributed to the shareholders.
6. Adequate provision has been made for the satisfaction of any judgment, order or decree which may have been entered against the corporation in any pending action.
7. A copy of the written consent of the shareholders and the corporations' director is attached. These written consents have been signed by the shareholders and the directors of the corporation.

Dated 12/18/2008, 2008.

By: 

As its: President and Secretary

DEC. 22. 2008 11:56AM C S C

NO. 952 P. 3/7

FROM : Wood Seitz & Anderson

FAX NO. : 941-925-9154

Dec. 22 2008 10:14AM P3

ASSIGNMENT OF CORPORATE ASSETS  
OF CARLIN RANCH, INC.  
TO THE SHAREHOLDERS

In completed satisfaction of the rights of the corporation's shareholders and in consideration for the shareholders' assumption of its debts and liabilities, CARLIN RANCH, INC., a Florida Corporation assigns all of its right, title and interest in and to all of its property, both real and personal, tangible and intangible, whether known or unknown to its shareholders.

This Assignment is in complete liquidation of the corporation and in redemption of all of its shares.

At the request of the shareholders, the corporation agrees to execute and deliver to the shareholders any deeds, bills of sale, assignments, or other instruments that may be necessary or desirable to perfect, confirm, assign or otherwise transfer the corporation's right, title, and interest in and to its property and assets to its shareholders in accordance with this Assignment.

Executed on 12/18/2008, 2008,

CARLIN RANCH, INC.

By: 

G. Peter Carlin, President

DEC. 22. 2008 11:56AM C S C

NO. 952 P. 4/7

FROM : Wood Seidl & Anderson

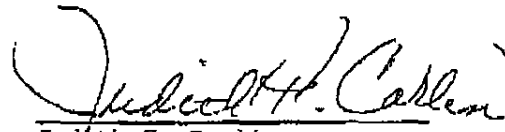
FAX NO. : 941-925-9164

Dec. 22 2008 10:14AM P4

ASSUMPTION OF LIABILITIES  
OF CARLIN RANCH, INC.

THE UNDERSIGNED, as a shareholder of, CARLIN RANCH, INC., a Florida Corporation, agrees to assume and pay the known debts and liabilities of the corporation that have not otherwise have been paid or provided for in the winding up and dissolution of the corporation. This assumption is made in consideration of the distribution of the assets of the corporation to the undersigned.

EXECUTED on Dec 18, 2008, at Sarasota, Florida.

  
Judith F. Carlin  
Shareholder

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NO. 952 P. 5/7

FROM : Wood Seidl & Anderson


FAX NO. : 941-925-9164

Dec. 22 2008 10:14AM PS

ASSUMPTION OF LIABILITIES  
OF CARLIN RANCH, INC.

THE UNDERSIGNED, as a shareholder of, CARLIN RANCH, INC., a Florida Corporation, agrees to assume and pay the known debts and liabilities of the corporation that have not otherwise have been paid or provided for in the winding up and dissolution of the corporation. This assumption is made in consideration of the distribution of the assets of the corporation to the undersigned.

EXECUTED on 12/18/2008, 2008, at Sarasota, Florida.

  
G. Peter Carlin  
Shareholder

DEC. 22. 2008 11:56AM C S C

NO. 952 P. 6/7

FROM : Wood Seidl & Anderson

FAX NO. : 941-925-9164

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MINUTES OF SPECIAL MEETING OF SHAREHOLDERS  
OF CARLIN RANCH, INC.

The special meeting of the Shareholders of CARLIN RANCH, INC., a Florida Corporation, was held on the dated time and place as set forth in the written Waiver of Notice and Consent signed by the Shareholders, fixing such time and place, and prefixed to the minutes of the meeting.

There were present the following:

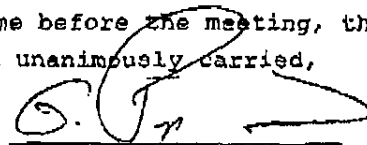
G. Peter Carlin and Judith F. Carlin, being all the shareholders of the corporation.

The Secretary announced a Waiver of Notice of the meeting had been signed by the Shareholders and the Chairman directed that said Waiver be incorporated in the minutes of the meeting.

The Chairman stated that the purpose of this meeting was to consider a plan for the liquidation and dissolution of the corporation. The Plan of Complete Liquidation and Dissolution of the corporation, as adopted at a Special Meeting of the Board of Directors, was presented to the meeting and, after full discussion, and upon motion duly made and unanimously carried, it was:

RESOLVED, that the Plan of Complete Liquidation and Dissolution of the corporation, as submitted to this meeting is hereby adopted and approved in all respects and the Officers and Directors of this corporation shall forthwith take appropriate action to put such plan into effect and shall take all necessary and appropriate action to implement said plan.

There being no further business to come before the meeting, the same was, on motion duly made, seconded and unanimously carried, adjourned.



G. Peter Carlin  
Secretary

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NO. 952 P. 7/7

FROM : Wood Seitz & Anderson

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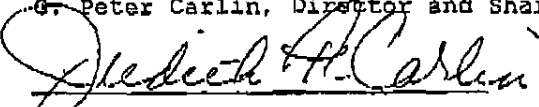
Dec. 22 2008 10:14AM P7

Consent of Shareholder and Director to Dissolve

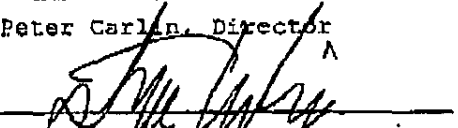
The undersigned, being all the shareholders and directors of the  
CARLIN RANCH, INC., a Florida Corporation, do hereby consent and agree  
to dissolve the CARLIN RANCH, INC.

Dated Dec. 13, 2008.

  
G. Peter Carlin, Director and Shareholder

  
Judith F. Carlin, Director and Shareholder

  
Peter Carlin, Director

  
Steve Carlin, Director