

P98000006523

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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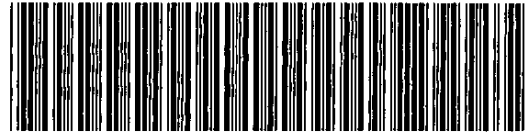
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

KHM
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: DISSOLUTION OF PROFIT CORPORATION

DOCUMENT NUMBER: P98000000523

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

PATRICIA WHITMER

(Name of Contact Person)

PAT WHITMER & ASSOC., INC.

(Firm/Company)

1003 Royal Court

(Address)

Cheswick, PA 15024

(City/State and Zip Code)

For further information concerning this matter, please call:

Patricia Whitmer

(Name of Contact Person)

at (724) 715-7760

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$35 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation as currently filed with the Florida Department of State:

PATRICIA WHITMER & ASSOC, INC.

SECOND: The document number of the corporation (if known): P98000000523

THIRD: The date dissolution was authorized: 12/15/06

Effective date of dissolution if applicable: 12/31/06
(no more than 90 days after dissolution file date)

FOURTH: Adoption of Dissolution (CHECK ONE)

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

☐ Dissolution was approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signature: Patricia Whitmer

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

PATRICIA WHITMER

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

Filing Fee: \$35

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**ACTION BY WRITTEN CONSENT OF THE BOARD OF DIRECTORS
IN LIEU OF A SPECIAL MEETING OF PAT WHITMER & ASSOC., INC.**

Pursuant to the authority contained in Section 607.0821 of the Florida Statutes, the undersigned, being all of the directors of **PAT WHITMER & ASSOC., INC.**, a Florida corporation, do hereby take and adopt the following action in writing, without a meeting:

RESOLVED, that it is deemed to be in the best interest of the corporation that it be dissolved;

RESOLVED FURTHER, that the question of dissolving the corporation be submitted to a vote of its shareholders;

RESOLVED FURTHER, that a plan of liquidation be adopted, said plan to provide for the assembling and marshalling of the assets of the corporation, the paying of or making adequate provisions for the creditors and debtors of the corporation, and the distribution of the remaining assets to its shareholders;

RESOLVED FURTHER, that the following plan of liquidation be recommended to the shareholders of the corporation;

1. The corporation will be liquidated pursuant to Sections 331 and 336 of the Internal Revenue Code and will distribute all of its assets to its shareholders, less assets retained to meet claims, within the corporation's current fiscal year.
2. All liabilities and obligations of the corporation will be paid or discharged, or adequate provision will be made therefor.
3. The officers of the corporation will be authorized to sell any or all of its assets on the terms and conditions, and for such consideration, that the officers deem reasonable and expedient, and to execute such instruments that will be necessary to transfer title to such assets. 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 Sections 331 and 336 of the Internal Revenue Code.
4. After the provision for, or the payment of, the known debts and liabilities of the corporation, the officers of the corporation will be authorized and directed to distribute the remaining assets of the corporation to its shareholders of record on a prorata basis.
5. This distribution of the assets will be made to the shareholders of this corporation on the following conditions;

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PAT WHITMER & ASSOC., INC.
TALLAHASSEE, FLORIDA

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- (a) That on demand made by the Board of Directors, the shareholders surrender, for cancellation, the certificate or certificates evidencing its ownership of capital stock of this corporation; and
- (b) That such distribution shall be in complete satisfaction of the rights of the shareholders as shareholders of this corporation;

FURTHER RESOLVED, that upon distribution of all of the assets of the corporation in complete liquidation, the officers of the corporation shall instruct the corporation's accountants to close the books of the corporation and to prepare and file a final federal income tax return on its behalf;

RESOLVED FURTHER, that the officers of this corporation are hereby authorized and directed to take appropriate measures to obtain the shareholders' approval of the above plan of liquidation hereby authorized by obtaining either the affirmative vote of the shareholders or by obtaining the written consent of the shareholders to the plan;

RESOLVED FURTHER, that, upon approval of the above plan of liquidation by the shareholders, the officers of this corporation are hereby authorized and directed to execute all documents required by law to be filed, and to do all other things necessary or convenient to effect the dissolution of this corporation pursuant to said plan and the transfer of the assets of the corporation to the shareholders.

Dated Effective: 12/15/06

BOARD OF DIRECTORS:


PATRICIA WHITMER

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TALLAHASSEE, FLORIDA

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**ACTION BY WRITTEN CONSENT
OF THE SHAREHOLDERS IN LIEU
OF A SPECIAL MEETING OF PAT WHITMER & ASSOC., INC.**

Pursuant to the authority contained in Section 607.0704 of the Florida Statutes, the undersigned, being all the shareholders of **PAT WHITMER & ASSOC., INC.**, a Florida corporation, do hereby take and adopt the following actions in writing, without a meeting:

RESOLVED, that the corporation be dissolved;

RESOLVED FURTHER, that the plan of liquidation attached hereto as Exhibit "A", is hereby approved.

RESOLVED FURTHER, that the officers and directors of the corporation are hereby authorized and directed to collect and distribute the assets of the corporation in accordance with the terms and conditions set forth in the plan and to take such further action as may be necessary or proper to liquidate and dissolve the corporation.

Dated Effective: 12/15/06

SHAREHOLDERS:

Patricia Whitmer
PATRICIA WHITMER

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TALLAHASSEE, FLORIDA

EXHIBIT "A"

**PLAN OF LIQUIDATION
OF
PAT WHITMER & ASSOC., INC.**

WHEREAS, it is deemed advisable and in the best interest of **PAT WHITMER & ASSOC., INC.** (hereinafter called the "Corporation") and **PATRICIA WHITMER** (hereinafter called the "Shareholder"), to wind up the affairs of the Corporation and completely liquidate the Corporation through distribution by it of all of its assets in complete liquidation in accordance with Sections 331 and 336 of the Internal Revenue Code.

NOW, THEREFORE, the following Plan of Liquidation is adopted:

1. The Corporation will be liquidated pursuant to Sections 331 and 336 of the Internal Revenue Code and will distribute all of its assets to Shareholder, less assets contained to meet claims, within the Corporation's current fiscal year.
2. All liabilities and obligations of the Corporation will be paid or discharged, or adequate provision will be made therefor.
3. The officers of the Corporation will be authorized to sell any or all of its assets on the terms and conditions, and for such consideration, that the officers deem reasonable and expedient, and to execute such instruments that will be necessary to transfer title to such assets. 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 Sections 331 and 336 of the Internal Revenue Code.
4. After the provision for, or the payment of, the known debts and liabilities of the Corporation, the officers of the Corporation will be authorized and directed to distribute the remaining assets of the Corporation to its shareholder of record.
5. This distribution of the assets will be made to the Shareholders the following conditions:
 - (a) That on demand made by the Board of Directors, the Shareholder surrenders, for cancellation, the certificate or certificates evidencing ownership of capital stock of this Corporation; and
 - (b) That such distribution shall be in complete satisfaction of the rights of the Shareholder of this Corporation.

This Plan of Liquidation has been adopted by the Board of Directors and Shareholder as evidenced by the Action by Written Consent of the Board of Directors and the Shareholders in Lieu of a Special Meeting which was executed by the Board of Directors and Shareholder of the Corporation dated effective 12/15/06.

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