

P98000050307

CHASE & GILMORE  
ATTORNEYS AT LAW  
RICHEY LAKES PLAZA  
7620 MASSACHUSETTS AVENUE  
NEW PORT RICHEY, FLORIDA 34653-3022

DAVID C. GILMORE  
BOARD CERTIFIED IN  
WILLS, TRUSTS & ESTATES  
ALSO ADMITTED TO OHIO BAR

TELEPHONE (727) 849-2296

TELECOPIER (727) 841-7146

FREDERICK CHASE, JR.  
OF COUNSEL

February 3, 1999

Secretary of State, State of Florida  
Corporation Division  
P. O. Box 6327  
Tallahassee, FL 32314

RE: RAY'S CABINET SUPPLY, INC.

500002768305--6  
-02/08/99--01159--014  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Dissolution for the above corporation, and our check in the amount of \$35.00 to cover the fee for filing.

Please file the Articles of Dissolution and return a copy to this office.

Thank you for your prompt attention.

Very truly yours,

CHASE & GILMORE

David C. Gilmore

FILED  
99 FEB - 8 AM 8:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DCG:jw  
Enclosures

cc: Ray Roush

Voldis  
TLA FEB 4 1 1999

**ARTICLES OF DISSOLUTION TO  
ARTICLES OF INCORPORATION FOR  
RAY'S CABINET SUPPLY, INC.**

**FILED**  
99 FEB -8 AM 8:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RAY'S CABINET SUPPLY, INC., a Florida corporation, executes the following Articles of Dissolution pursuant to §607.1403 of the Florida Business Corporation Act:

1. The name of the corporation is RAY'S CABINET SUPPLY, INC.
2. The names and respective addresses of its officers are:  
Ray Roush, 7026 Lenape Circle, New Port Richey, FL 34653  
Cora L. Roush, 7026 Lenape Circle, New Port Richey, FL 34653
3. The names and respective addresses of its directors are:  
Ray Roush, 7026 Lenape Circle, New Port Richey, FL 34653  
Cora L. Roush, 7026 Lenape Circle, New Port Richey, FL 34653
4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefor.
5. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.
6. There are no actions pending against the corporation in any court.

7. A copy of the resolution to dissolve is attached. That resolution was adopted by the shareholders of the corporation on the 2<sup>nd</sup> day of February, 1999.

DATED: Feb 2, 99

RAY'S CABINET SUPPLY, INC.

By Ray Roush  
RAY ROUSH, President

By Cora L. Roush  
CORA L. ROUSH, Secretary

(SEAL)

**MINUTES OF JOINT SPECIAL MEETING OF  
SHAREHOLDERS AND DIRECTORS OF  
RAY'S CABINET SUPPLY, INC.  
AT MEETING TO LIQUIDATE AND DISSOLVE**

The Board of Directors and Shareholders of RAY'S CABINET SUPPLY, INC., a Florida corporation, meet at the offices of the corporation on the 2<sup>nd</sup> day of February, 1999, pursuant to a call of the meeting by the President.

Present at the meeting were a quorum of the shareholders and a quorum of the members of the Board of Directors.

The President of the corporation, Ray Roush, presided as Chairman of the meeting, and Cora L. Roush, as Secretary, acted as such.

The Chairman called the meeting to order and the Secretary thereupon presented and read the Waiver of Notice to the meeting signed by all the shareholders and directors of the corporation, which was ordered to be made part of the minutes of this meeting.

The Chairman announced that the purpose of the meeting was to discuss and act upon a proposal to adopt a plan of liquidation and dissolution of the corporation and to sell the principal assets of the corporation.

After discussion and review, the following resolutions were unanimously adopted by the Board of Directors and the holders of 100% of the issued and outstanding shares of the stock of the corporation:

**BE IT RESOLVED AS FOLLOWS:**

1. That in the judgment of the Board of Directors and Shareholders of the corporation, it is deemed advisable and for the benefit of the corporation that it be dissolved and liquidated.

2. That a plan of liquidation be and it hereby is formulated to effect such liquidation and dissolution as hereinafter provided.

3. That the liquidation and dissolution be in accordance with the Internal Revenue Code of 1954, as amended, and in accordance with the provisions Chapter 607 of the Florida Statutes, and that the officers of the corporation are hereby authorized to file a copy of these resolutions and such certificates as may be necessary to dissolve this corporation with the Secretary of State of the State of Florida.

4. That the officers of the corporation are authorized to sell and otherwise liquidate any and all of the properties and assets of the corporation which in their judgment should be sold or liquidated to facilitate the liquidation of the corporation.

5. That the officers of the corporation, i.e., the President and Secretary, are hereby authorized to execute any and all deeds of conveyance and any other documents that may be necessary to effectively transfer and convey such properties and assets, upon such terms and conditions as may be approved by the Board of Directors.

6. That after effecting such sales and providing for the proper debts of the corporation, any remaining assets of the corporation be distributed to the shareholders of the corporation as soon as possible, but in no event later than the termination of a two-month period, commencing on the date of these resolutions.

7. That the officers of the corporation are hereby authorized and directed to pay all such fees and taxes and to do or cause to be done such acts and things as they may deem necessary or proper in order to carry out the liquidation and dissolution of the corporation, and to fully effect the purposes of the foregoing resolutions.

8. That the accountants for the corporation shall file all necessary tax returns and forms with the District Director of Internal Revenue in Atlanta, Georgia, together with a certified copy of these resolutions.

9. That the accountants for the corporation shall assist those shareholders who desire to have their gain taxed as provided in §333 of the Internal Revenue Code of 1954, as amended, for federal income tax purposes, in preparing form 964 and filing same with the Internal Revenue Service within a period of thirty (30) days from the date of this meeting.

There being no further business before the meeting, the meeting was duly adjourned.

DATED this 2<sup>nd</sup> day of February, 1999.

SHAREHOLDERS

Ray Roush  
RAY ROUSH, Shareholder

Cora L. Roush  
CORA L. ROUSH, Shareholder

Susan L. Berge  
SUSAN L. BERGE, Shareholder

DIRECTORS

Ray Roush  
RAY ROUSH, Director

Cora L. Roush  
CORA L. ROUSH, Director