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WBROS

2653 Stickney Point Road
Sarasota, FL 34231

Development Corporation

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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(Business Entity Name)

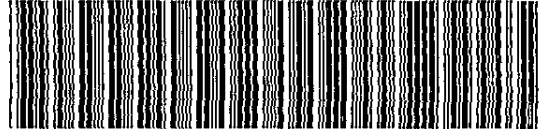
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TALLAHASSEE FL 32312

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C. Coulliette APR 19 2005

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 is: Winterrowd Professional Services, Inc.

SECOND: The date dissolution was authorized: March 12, 2005

THIRD: 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 vote of 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:

Common Shareholders _____

Signed this 12 day of March, 2005.

Signature: _____

Darlene F. Winterrowd

Darlene F. Winterrowd, President

Signature: _____

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TALLAHASSEE, FL 32310

IMPLEMENTATION OF SHAREHOLDER'S RESOLUTION TO DISSOLVE
WINTERROWD PROFESSIONAL SERVICES, Inc., A FLORIDA CORPORATION

WHEREAS, the shareholders of Winterrowd Professional Services, Inc. (hereafter referred to as "Corporation"), a Florida Corporation, adopted and executed a consent to dissolution on March 12, 2005, electing to dissolve the Corporation and authorizing to directors to liquidate its assets:

AND WHEREAS, a special meeting of the Board of Directors of the Corporation was held at 2653 Stickney Pt Rd., Sarasota, Florida, on March 12, 2005, to consider and adopt the shareholders' consent and election to dissolution; thereafter, be it:

1. RESOLVED, that the President and Secretary of the Corporation are authorized to take all actions necessary to dissolve and wind up the affairs of the Corporation, including the sale, lease, conveyance or assignment of the Corporation's assets, and to execute any and all documents and instruments deemed necessary and appropriate;
2. RESOLVED FURTHER, that the President and Secretary of the Corporation are authorized to apply the Corporation's assets, both cash and in kind, toward the satisfaction of the Corporation's known debts and liabilities;
3. RESOLVED FURTHER, that after satisfaction of the Corporation's debts, the President and Secretary of the Corporation are authorized to distribute the remainder of the Corporation's assets to the shareholders in exchange for all outstanding stock, additional paid in capital and any other basis in the Corporation, as directed in the Plan of Dissolution;
4. RESOLVED FURTHER, that the President and Secretary of the Corporation are authorized and required to execute all documents, instruments, reports, tax returns, certificates and affidavits required by any federal, state or local law, ordinance, statute or rule in connection with and incidental to the dissolution and liquidation of the Corporation;

The undersigned, being president of the Corporation authorize, by his signature, the above resolution.

DATED: March 12, 2005


Darlene F. Winterrowd, President

WRITTEN CONSENT OF THE STOCKHOLDERS OF
WINTERROWD PROFESSIONAL SERVICES INC. IN LIEU OF SPECIAL MEETING TO
VOTE ON
DISSOLUTION OF THE CORPORATION

The undersigned, being the stockholders of the above-named corporation, based on the recommendation of the Board of Directors, hereby takes the following actions by written consent in lieu of a Special Meeting of the stockholders:

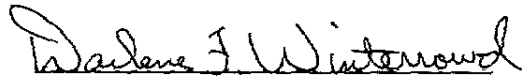
RESOLVED, that the corporation be liquidated in accordance with the provisions of Section 331 of the Internal Revenue Code of 1986, as amended, and further

RESOLVED, that in accordance with such plan of liquidation, the officers, directors, and the accountant for the corporation be and they hereby are authorized and directed to:

1. file form 966 within 30 days after the date hereof with the District Director of Internal Revenue Service at Atlanta, Georgia, together with a copy of this consent,
2. transfer all of the assets of the corporation to the majority stockholder of the corporation in exchange for all outstanding common stock, additional paid in capital and any other basis in the corporation,
3. distribute all of the assets subject to any unpaid liabilities in reduction and cancellation of all the outstanding stock of the corporation;
4. file a Certificate of Dissolution with the Secretary of State,
5. file all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets, and,
6. provide for the payment of any indebtedness owed by the corporation to any creditors or lienors, and

FURTHER RESOLVED, that all actions taken on behalf of this corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the corporation, the possible sale or distribution of its assets, be and same are hereby ratified and confirmed in all respects.

DATE: March 12, 2005


Darlene F Winterrowd, Shareholder