

P98000083777

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Survventures of Walton County
Inc.

FILED
98 DEC 29 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

98 DEC 29 AM 11:28

DEPARTMENT OF STATE
RECEIVED

Signature _____

Requested by: CD

Name _____

Date 12-29-98

Time 11:00

Walk-In _____

Will Pick Up _____

Art of Inc. File _____

LTD Partnership File _____

Foreign Corp. File 500002724975 12-29-98 01057-010

L.C. File *****35.00 *****35.00

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

☒ Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

Cert. Copy _____

☒ Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record 12-29-98

UCC 1 or 3 File CC

UCC 11 Search _____

UCC 11 Retrieval _____

Courier _____

EFFECTIVE DATE
12-31-98

Diss.

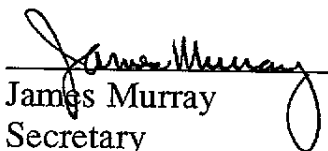
ARTICLES OF DISSOLUTION
OF
SUNVENTURES OF WALTON COUNTY, INC.

The name of this corporation is Sunventures of Walton County, Inc. It was organized under the laws of the State of Florida on the 28th day of September, 1998, and assigned document number P98000083777.

The Corporation has elected to dissolve as of December 31, 1998, pursuant to a special meeting of its shareholders. A true copy of the minutes of the special meeting of the shareholders, the resolution to adopt a plan of corporate liquidation, the waiver of notice, and ratification of the minutes are attached and incorporated by reference as Exhibit A.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 21st day of December, 1998, in Okaloosa County, Florida.

ATTEST:


James Murray
Secretary

By: 

James Murray
President

EFFECTIVE DATE
12-31-98

STATE OF FLORIDA
COUNTY OF OKALOOSA

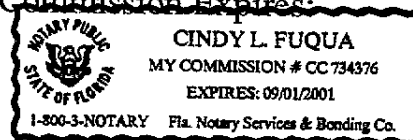
Before me personally appeared James Murray, as President and Secretary of Sunventures of Walton County, Inc., who is either personally known to me or has produced a valid driver's license as identification to be the person who executed the foregoing Articles of Dissolution.

Executed this 21st day of December, 1998.


Cindy L. Fuqua

Notary Public

My Commission Expires:



**MINUTES OF THE SPECIAL MEETING
OF THE SHAREHOLDERS OF
SUNVENTURES OF WALTON COUNTY, INC.**

A special meeting of the shareholders of Sunventures of Walton County, Inc., a Florida corporation, was held at 5 Clifford Drive, Shalimar, Florida, on the 21st day of December, 1998, pursuant to the waiver of notice attached.

The following shareholders were present in person or by proxy:

James Murray

In Person

James Murray acted as chairperson and as secretary of the meeting. The chairperson declared that all shareholders of record received notice of the special meeting and its purpose, all of the shareholders were present in person or by proxy, and that all had executed a waiver of notice of the meeting. The chairperson then announced the purpose of the meeting was to consider the dissolution of Sunventures of Walton County, Inc. and to adopt a plan of liquidation of the assets.

A discussion ensued and the following resolutions were unanimously adopted by the board of directors and shareholders of Sunventures of Walton County, Inc.:

WHEREAS, the shareholders, upon recommendation of the directors of Sunventures of Walton County, Inc., have determined that it is advisable and beneficial for the corporation that it be liquidated and dissolved; and

WHEREAS, the shareholders must and do hereby adopt a plan of liquidation and dissolution of Sunventures of Walton County, Inc.;

RESOLVED, that the following plan of liquidation is adopted to assemble and marshal the assets of Sunventures of Walton County, Inc., to pay or make adequate provisions for the debts of Sunventures of Walton County, Inc., and apportion the remaining assets among the shareholders according to their respective interests:

1. Sunventures of Walton County, Inc. shall be liquidated pursuant to the Internal Revenue Code and Section 607.1401 of the Florida Statutes.

2. Sunventures of Walton County, Inc. will distribute all of its property and assets effective as of December 31, 1998.

3. All liabilities and obligations of Sunventures of Walton County, Inc. will be paid or discharged, or adequate provision will be made for them.

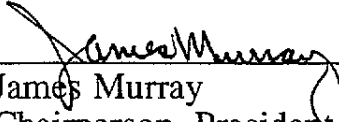
4. The officers of Sunventures of Walton County, Inc. are authorized to sell or otherwise liquidate all the properties and assets of Sunventures of Walton County, Inc. that they deem necessary or advantageous to facilitate the liquidation.

5. The officers of Sunventures of Walton County, Inc. are authorized to do any and all things necessary or convenient to carry these resolutions into effect, including, but not limited to, the following:

- a. executing any and all instruments of conveyance;
- b. paying all taxes and fees;
- c. executing all documents required by law to be filed;
- d. retaining professional advisors, and
- e. doing all other things necessary or convenient to effect the dissolution of Sunventures of Walton County, Inc.

6. After the provision for, or payment of, the known debts and liabilities of Sunventures of Walton County, Inc., the officers are authorized and directed to distribute the remaining cash or other assets of Sunventures of Walton County, Inc. to the shareholders of record according to their respective rights and interest in exchange for their shares in Sunventures of Walton County, Inc.

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


James Murray
Chairperson, President, and Secretary

RESOLUTION OF THE BOARD OF DIRECTORS
FOR DISSOLUTION
OF
SUNVENTURES OF WALTON COUNTY, INC.

WHEREAS, Sunventures of Walton County, Inc. has ceased or will cease business activity as of December 31, 1998 and there is no intention to undertake any other business;

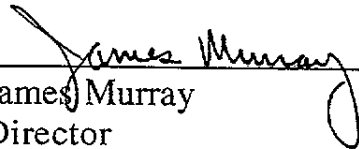
WHEREAS; the Board of Directors of SUNVENTURES OF WALTON COUNTY, INC., a Florida corporation, has determined that it is in the best interests of the Corporation and of its shareholders that the Corporation be dissolved; it is

RESOLVED, that it is recommended to the Shareholders of the Corporation that the Corporation be dissolved;

RESOLVED FURTHER, that the questions of dissolving the corporation be submitted to a vote of the Shareholders at a special meeting to be held on December 21, 1998, at 6:00 p.m., at the offices of the Daniel C. Perri, Attorney;

RESOLVED FURTHER, that the Secretary of the Corporation is directed to give written notice of the shareholders' meeting to each shareholder of record entitled to vote, stating that the purpose of the meeting is to consider the advisability of dissolving the Corporation.

Executed on the 21st day of December, 1998 at Shalimar, Florida.



James Murray
Director

**RATIFICATION OF MINUTES OF
SPECIAL MEETING OF SHAREHOLDERS OF
SUNVENTURES OF WALTON COUNTY, INC.**

We the undersigned shareholders of Sunventures of Walton County, Inc. have read these minutes and hereby approve, ratify, and confirm all business transacted as reported in them, and in signification of our approval, ratification, and confirmation and of our consent to any and all acts done at the meeting do hereby sign our names on this 21st day of December, 1998.



JAMES MURRAY
SOLE SHAREHOLDER