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CLERK OF STATE
TALLAHASSEE, FLORIDA

12/11/03

November 20, 2003

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

RE: Dissolution of Rivers Edge Retirement Home, Inc.

Dear Sirs:

Enclosed please find the Articles of Dissolution for the above identified Corporation, and a check in the amount of \$35.00 for the filing fee.

Please direct any questions and your response to the following address: Brenda Johnson, 15501 Paper Tree Court, North Fort Myers, Florida 33917.

Thank you.

A handwritten signature in cursive script that reads "Brenda Johnson".

Brenda Johnson, President

Enclosures

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: Rivers Edge Retirement Home, Inc.

SECOND: The date dissolution was authorized: November 15, 2003

THIRD: Adoption of Dissolution (check one)

☒ Dissolution was approved by the shareholder(s). The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholder(s) through voting group

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)

Signed this 28 day of November, 2003

Signature Brenda Johnson
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Brenda Johnson
(Typed or printed name)

President
(Title)

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CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

CERTIFIED COPY OF RESOLUTIONS OF RIVERS EDGE RETIREMENT HOME, INC.

I hereby certify that the following Resolutions were unanimously adopted at a Special Meeting of Rivers Edge Retirement Home, Inc. held on the 15th day of November 2003.

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

FURTHER RESOLVED, that in accordance with such plan of complete liquidation, the officers, directors and corporate counsel are hereby authorized and directed to see that the following steps are undertaken:

1. that within thirty (30) days of the date of this resolution adopting this plan of liquidation, counsel for the Corporation shall file Form 966 with the District Director of Internal Revenue, Atlanta, Georgia, together with a certified copy of this resolution;

2. that pursuant to this plan of liquidation the Corporation make a non-cash distribution to its shareholders of its vehicle, furniture & fixtures transferred at fair market value;

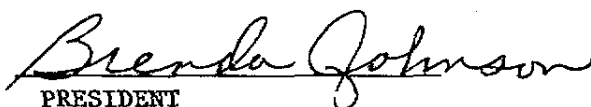
3. that the Corporation shall proceed as far as possible to collect all outstanding accounts receivable and to settle any claims against it;

4. that thereafter, as soon as practicable, the Corporation, by its duly authorized officers and directors, shall distribute all assets, subject to any unpaid liabilities, to the shareholders in redemption and cancellation of all the outstanding capital stock of the Corporation, using their discretion as to how the assets and liabilities will be apportioned among the shareholders, but in no event shall they distribute to any shareholder net assets of a lesser value than is due him on a pro rata basis;

5. that the proper officers of the Corporation shall file a Certificate of Dissolution with the State of Florida, secretary of State;

6. that the proper officers and Corporation counsel shall file all other forms and documents required by the State of Florida and the Federal Government, including tax returns, as soon as possible after distribution of the corporate asset;

7. that the officers and directors of the Corporation are empowered, authorized, and directed to carry out the provisions of this resolution, and to adopt any further resolutions that may be necessary in liquidating and dissolving the Corporation in accordance with the expressed intent of the shareholders under the plan adopted.


PRESIDENT

RESOLUTIONS OF BOARD OF DIRECTORS – RIVERS EDGE RETIREMENT HOME, INC.

RESOLVED, that in the judgment of the Board of Directors of the Corporation, it is deemed advisable and for the benefit of the Corporation that it should be dissolved;

RESOLVED, that a plan of liquidation be, and it hereby is, formulated to effect such liquidation and dissolution in accordance with the following resolutions;

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized to sell or otherwise liquidate any or all of the tangible assets of the Corporation, which in their judgment should be so sold or liquidated to facilitate the liquidation of the Corporation;

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to file a Certificate of dissolution signed by the sole stockholder of the Corporation with the Secretary of State of the State of Florida;

RESOLVED, that, after providing for all the proper debts of the Corporation, the remaining assets of the Corporation, including cash and furniture and fixtures, be distributed to the sole stockholder of the Corporation;

RESOLVED, that the actions provided for in the foregoing resolutions providing for the complete liquidation of the Corporation and the distribution of all its assets be commenced immediately, and that its subsequent dissolution and the distribution of all its assets be completed as soon as practicable, but in no event later than November 30, 2002; and

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