

P99000027069

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 FEB 24 AM 11:47

5/5/14
Notice

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Articles of Voluntary Dissolution

DOCUMENT NUMBER: P99000027069

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

Please return all correspondence concerning this matter to the following:

Barbara J. Braley

(Name of Contact Person)

Barbara J. Braley, CPA

(Firm/Company)

3700 N. Harbor City Blvd., Suite 1A

(Address)

Melbourne, FL 32935

(City/State and Zip Code)

For further information concerning this matter, please call:

Barbara Braley

(Name of Contact Person)

at (**321**) **242-1400**

(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:
Referrals Only, Inc.

SECOND: The document number of the corporation (if known): **P99000027069**

THIRD: The date dissolution was authorized: **12/31/2013**

Effective date of dissolution if applicable: **12/31/2013**

(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

James M. Pruitt, Shareholder

(voting group)

Signature: 

(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)

Kristy L. Pruitt

(Typed or printed name of person signing)

President

(Title of person signing)

Filing Fee: \$35

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 FEB 26 AM 11:47

Notice of Corporate Dissolution

This notice is submitted by the dissolved corporation named below for resolution of payment of unknown claims against this corporation as provided in s. 607.1407, F.S.

This "*Notice of Corporate Dissolution*" is optional and is not required when filing a voluntary dissolution.

Name of Corporation: Referrals Only, Inc.

Date of dissolution will be the date the dissolution is filed with the Department of State or as specified in the *Articles of Dissolution*.

Description of information that must be included in a claim:

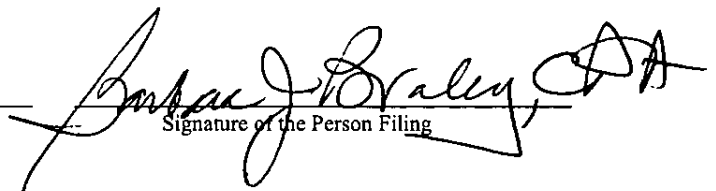
The Corporation has ceased its operations, and it no
longer engages in the activities which warrant that it
remain in existence; and the Board of Directors
deemed it advisable and determined to be in the best
interest to be voluntarily dissolved.

Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations)

James M. Pruitt
125 W. New Haven Ave.
Melbourne, FL 32901

A claim against the above named corporation will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.

Barbara J. Braley, CPA
Printed Name of the Person Filing


Signature of the Person Filing

Fee: No charge if included with Articles of Dissolution. If filed separately \$35.00

ARTICLES OF VOLUNTARY DISSOLUTION REFERRALS ONLY, INC.

Certificate Number: P99000027069

Referrals Only, Inc., a Florida Corporation, having its principal office in Melbourne, Florida (hereinafter referred to as the "Corporation"), hereby certifies to the Secretary of State of Florida, that:

FIRST, the name of the Corporation is Referrals Only, Inc. On and after the effective date of dissolution, the name of the Corporation shall be "Referrals Only, Inc., a Dissolved Florida Corporation 2013."

SECOND: The address of the principal office of the Corporation in the State of Florida is 125 W. New Haven Ave., Melbourne, FL 32901.

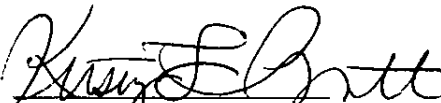
THIRD, The dissolution was authorized on December 31, 2013.

FOURTH: The number of votes cast for the proposal to dissolve by each voting group entitled to vote separately on the proposal was sufficient for approval by that voting group.

FIFTH: The Corporation will be dissolved effective upon the filing of these Articles of Voluntary Dissolution with the Secretary of State.

IN WITNESS WHEREOF, Referrals Only, Inc. has caused the presents to be signed in its name and on its behalf by its President on the 31st day of December 2013, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of Referrals Only, Inc., and, under penalties of perjury, that the matters set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information, and belief.

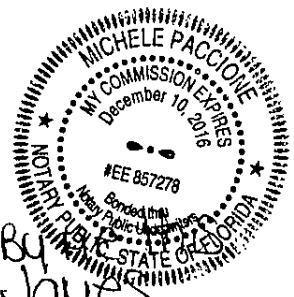
ATTEST:


Kristy L. Pruitt, President


James Michael Pruitt, Shareholder

December 31, 2013

The foregoing instrument was acknowledged by
February 19th, 2013 By Kristy L. Pruitt and James
Michael Pruitt, who is personally known to me.
Michael Pacione



INFORMAL ACTION OF STOCKHOLDERS
REFERRALS ONLY, INC.
December 31, 2013

Certificate Number: P99000027069

The undersigned, constituting all of the stockholders of Referrals Only, Inc., a Florida Corporation (hereinafter referred to as the "Corporation"), in accordance with Section 617.0701 of the Florida Business Corporation Act, do hereby take the actions below set forth, and to evidence their waiver of any right to dissent from such actions, do hereby consent as follows:

WHEREAS, the Corporation has ceased its operations, and it no longer engages in the activities which warrant that it remain in existence; and

WHEREAS, the Board of Directors has deemed it advisable and determined it to be in the best interest of the Corporation that the Corporation be voluntarily dissolved;

NOW THEREFORE, be it

RESOLVED: That the voluntary dissolution of the Corporation as set forth in the form of the Articles of Voluntary Dissolution, attached hereto and incorporated by reference herein, be and the same is hereby approved.

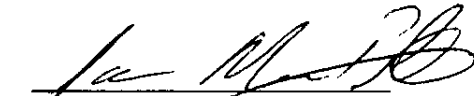
RESOLVED: That the President of the Corporation is hereby authorized and directed to file with the Secretary of State of Florida, Articles of Voluntary Dissolution in the form attached hereto and incorporated by reference herein, and the proper offices of the Corporation be and they are hereby authorized to take any

and all action to execute, acknowledge, seal and file any and all instruments and documents deemed necessary or proper in connection therewith.

This Information Action of Stockholders may be executed in counterparts.


WITNESS the execution hereof the day and year first above written.

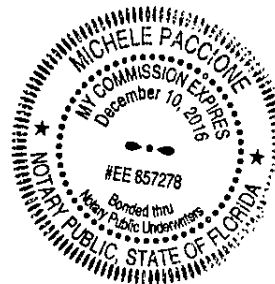
STOCKHOLDERS:


James Michael Pruitt

December 31, 2013

The foregoing instrument was acknowledged
Before me this February 19th, 2014 by
James Michael Pruitt who is personally
known to me.


Michele Paccione



PLAN OF DISSOLUTION
REFERRALS ONLY, INC.


I hereby certify that the following Resolutions were unanimously adopted at a Special Meeting of the Shareholders of Referrals Only, Inc. on the thirty-first day of December, 2013.

RESOLVED, that the Corporation be dissolved 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 the Articles of Voluntary Dissolution, with an effective date of December 31, 2013, the officers and directors are hereby authorized and directed to see that the following steps are undertaken:


1. that within 60 days of the date of adopting this plan to dissolve, Form 966 shall be filed with the District Director of Internal Revenue together with a certified copy of the Articles of Voluntary Dissolution, and Informal Action of Stockholders which have an effective date of December 31, 2013.
2. that pursuant to this plan of dissolution, the corporate records of expenses and income will be finalized for tax preparation, and the corporate bank accounts closed;
3. 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 (if any) among the shareholders;

4. that the proper officers of the Corporation shall file the Articles of Voluntary Dissolution with the Secretary of State;
5. that the proper offices of the Corporation 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 corporate assets;
6. that the officers and directors of the Corporation are empowered, authorized, and directed to carry out the provisions of this plan, and to adopt any further resolutions that may be necessary in dissolving the Corporation in accordance with the expressed intent of the shareholders under the plan adopted.


Kristy L. Pruitt, President

Plan Adoption Date: December 31, 2013

The foregoing instrument was acknowledged before me this February 19th, 2014 by Kristy L. Pruitt, who is personally known to me.


Michele Paccione

