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**KIESEL, HUGHES & JOHNSTON**

ATTORNEYS AT LAW

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REPLY TO: POST OFFICE BOX 1000  
FORT MYERS, FLORIDA 33902  
FACSIMILE (239) 337-7968

October 22, 2003

Department of State  
Division of Corporations  
Corporate Filings  
P. O. Box 6327  
Tallahassee, Florida 32314

Attn: Irene Albritton, Document Specialist

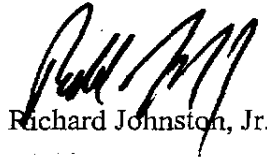
Re: **Danrich Cooling, Inc. – Articles of Dissolution**  
**Letter Number: 103A00055836**

Dear Ms. Albritton:

Pursuant to your letter of October 13, 2003, enclosed are the Articles of Dissolution, prepared pursuant to chapter 607, Florida Statutes, together with the Plan of Distribution of Assets of Danrich Cooling, Inc. I have enclosed a self-addressed stamped envelope for returning the filed copies of the Articles and Plan.

Thank you for your assistance in this matter.

Sincerely,



Richard Johnston, Jr.

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03 OCT 27 AM 9:39

DIVISION OF CORPORATIONS

RJ/mmp  
Enclosure

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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FLORIDA DEPARTMENT OF STATE OCT 17 2003  
Glenda E. Hood  
Secretary of State

October 13, 2003

KIESEL, HUGHES & JOHNSTON  
% RICHARD JOHNSTON, JR.  
POST OFFICE BOX 1000  
FT. MYERS, FL 33902

SUBJECT: DANRICH COOLING, INC.  
Ref. Number: P99000048620

We have received your document for DANRICH COOLING, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document you submitted has been prepared pursuant to nonprofit statutes (chapter 617, Florida Statutes). As the entity was originally filed as a corporation for profit, this document should be filed pursuant to chapter 607, Florida Statutes.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton  
Document Specialist

Letter Number: 103A00055836

**ARTICLES OF DISSOLUTION OF  
DANRICH COOLING, INC.  
A FLORIDA FOR PROFIT CORPORATION**

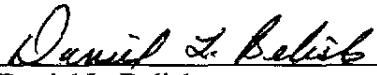
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Pursuant to Section 607.1403, Florida Statutes, the undersigned corporation adopts these Articles of Dissolution.

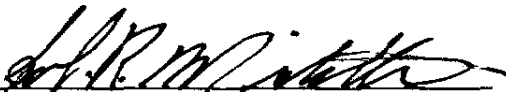
1. The name of the corporation is Danrich Cooling, Inc.
2. The dissolution was authorized by the board of directors pursuant to a resolution adopted September 30, 2003.
3. The dissolution was approved by the shareholders of the Corporation on or about September 30, 2003. The number of votes cast in favor of dissolution was two (2), which is sufficient for approval pursuant to Florida law.
4. These Articles of Dissolution will take effect upon the filing with the Secretary of State of the State of Florida.

Signed this 21 day of October, 2003.

DANRICH COOLING, INC.

By:   
Daniel L. Belisle  
President/Shareholder

DANRICH COOLING, INC.

By:   
John Richard Middleton, Sr.  
Secretary/Treasurer/Shareholder

**PLAN OF DISTRIBUTION OF ASSETS OF  
DANRICH COOLING, INC.**

This Plan of Distribution of Assets ("Plan") is adopted this 30<sup>th</sup> day of September, 2003 by the shareholders and board of directors of Danrich Cooling, Inc. ("Danrich") pursuant to Section 617.1406, Florida Statutes:

**Factual Basis**

The board of directors of Danrich adopted a resolution recommending the dissolution of Danrich on September 30, 2003. Pursuant to that resolution the shareholders of Danrich have voted to dissolve Danrich

**Terms and Conditions of Plan**

Based upon the foregoing, the following is Danrich's plan for the distribution of assets and the payment of indebtedness of Danrich:

1. Danrich shall sell the equipment and inventory which it owns as of the date of this Plan. Danrich shall also collect all receivables owed it, to the extent possible, as of the date of this Plan. The proceeds of the asset sales, along with the collection of receivables and any insurance proceeds (collectively "Net Proceeds"), shall first be used to pay the secured claims of the creditors holding valid, perfected security interests ("Secured Claims") against the assets sold by Danrich to the extent of the value of such collateral and net of any setoffs to such secured creditors. The Net Proceeds, after paying the Secured Claims, shall next be used to pay any tax obligations due from Danrich to the Internal Revenue Service and the Florida Department of Revenue (collectively "Tax Claims"). The remaining Net Proceeds shall be used to pay any unsecured debts of Danrich. Should the Net Proceeds after payment of the Secured Claims and the Tax Claims be insufficient to pay Danrich's unsecured creditors in full then all such unsecured creditors' claims shall be paid on a pro rata basis.

2. Notwithstanding the priority of payment set forth in paragraph 1 above, Danrich shall pay on a first priority basis any claim on any construction project for which it has received a payment from a contractor or owner to the extent of such payments received.

3. Danrich shall be entitled to pay the reasonable costs of winding up the business affairs of Danrich and for the liquidation and distribution of Danrich's assets on a first priority basis after paying the Secured Claims as set forth above. Those costs include reasonable compensation to the liquidating officer, Corporation's accountant and to the Corporation's attorney.

Dated: 9-30, 2003

DANRICH COOLING, INC.

By: Daniel L. Belisle  
Daniel L. Belisle,  
President/Shareholder

DANRICH COOLING, INC.

By: John R. Middleton, Sr.  
John Richard Middleton, Sr.  
Secretary/Treasurer/Shareholder