

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 222-8875 • 1-800-342-8062 • Fax (850) 222-1222

**P990000088874**

BenCo of Indian River, Inc.

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*File 1st*

<input type="checkbox"/>	Art of Inc. File	<b>RECEIVED</b> 00 FEB - 1 PM 12:03 DEPARTMENT OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA
<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input checked="" type="checkbox"/>	Dissolution / Withdrawal <i>Cert</i>	
<input type="checkbox"/>	Annual Report / Reinstatement	<b>FILED</b> 00 FEB - 1 PM 3:57 SECRETARY OF STATE TALLAHASSEE, FLORIDA
<input checked="" type="checkbox"/>	Cert. Copy	
<input type="checkbox"/>	Photo Copy	
<input type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
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<input type="checkbox"/>	Fictitious Owner Search	
<input type="checkbox"/>	Vehicle Search	
<input type="checkbox"/>	Driving Record	
<input type="checkbox"/>	UCC 1 or 3 File <i>AOR</i>	
<input type="checkbox"/>	UCC 11 Search <i>AOR</i>	
<input type="checkbox"/>	UCC 11 Retrieval <i>2/1/00</i>	
<input type="checkbox"/>	Courier	

Signature \_\_\_\_\_

Requested by: CD

Name \_\_\_\_\_

2-1-00

Date

11:00

Time

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

**ARTICLES OF DISSOLUTION PURSUANT TO SECTION 607.1403  
OF THE FLORIDA BUSINESS CORPORATION ACT  
OF  
BENCO OF INDIAN RIVER, INC.**

TO: Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

Date Paid: \_\_\_\_\_

Filing Fee: \_\_\_\_\_

**FILED**  
00 FEB -1 PM 3:51  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Pursuant to the provisions of §607.1403 of the Florida Business Corporation Act, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is BENCO OF INDIAN RIVER, INC.
2. The names and respective addresses of the officers of the corporation are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Brian D. Stork	President	601 U.S. Highway #1 Vero Beach, FL 32962
H. Donald Stork	Secretary/Treasurer	601 U.S. Highway #1 Vero Beach, FL 32962

3. The names and respective addresses of the directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Brian D. Stork	601 U.S. Highway #1 Vero Beach, FL 32962
H. Donald Stork	601 U.S. Highway #1 Vero Beach, FL 32962

4. Dissolution was authorized on January 3, 2000.
5. The number of votes cast for dissolution was sufficient for approval.
6. All liabilities and obligations of the corporation have been paid or discharged.

7. No property or assets remained to be distributed among the shareholders of the corporation after the payment of all debts, obligations, and liabilities of the corporation.

8. There are no actions pending against the corporation in any court.

9. The corporation elected to dissolve by act of the corporation, a resolution to dissolve having been duly adopted by the shareholders on January 3, 2000. A copy of the resolution is attached to these articles.

Dated: January 20, 2000

ATTEST:

H. Donald Stork  
H. DONALD STORK, Secretary

Brian D. Stork  
BRIAN D. STORK, President

( CORPORATE SEAL )

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

BEFORE ME, the undersigned authority, personally appeared BRIAN D. STORK, who is personally known to me and/or who produced \_\_\_\_\_ as identification, and who acknowledged to and before me that he executed such instrument as President of BENCO OF INDIAN RIVER, INC., a Florida corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said Corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said Corporation.

WITNESS my hand and official seal, this 20<sup>th</sup> day of January, 2000.



Connie J. Graley  
MY COMMISSION # CC830824 EXPIRES  
April 27, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

( SEAL )

Connie J. Graley  
Notary Public, State of Florida  
Connie J. Graley  
Printed Name of Notary  
My Commission Expires:

STATE OF FLORIDA

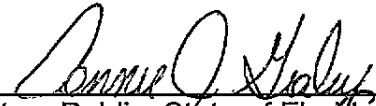
COUNTY OF INDIAN RIVER

BEFORE ME, the undersigned authority, personally appeared H. DONALD STORK, who is personally known to me and/or who produced \_\_\_\_\_ as identification, and who acknowledged to and before me that he executed such instrument as Secretary of BENCO OF INDIAN RIVER, INC., a Florida corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said Corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said Corporation.

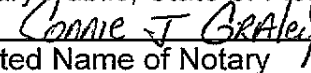
WITNESS my hand and official seal, this 20<sup>TH</sup> day of January, 2000.



Connie J. Graley  
MY COMMISSION # CCB30824 EXPIRES  
April 27, 2003  
BONDED THRU TROY FAIR INSURANCE, INC.  
(SEAL)



Notary Public, State of Florida

  
Printed Name of Notary

My Commission Expires:

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## **SHAREHOLDERS' RESOLUTION APPROVING DISSOLUTION**



Since the Board of Directors of the corporation, at a meeting held on January 3, 2000, at 601 U.S. Highway #1, Vero Beach, FL 32962, adopted resolutions recommending the dissolution of this corporation and ordering that the issue of dissolution be submitted to a vote of shareholders at this meeting; and

Since the undersigned, being the majority shareholder of the outstanding shares of the corporation, voted to authorize dissolution; it is

**RESOLVED**, that BENCO OF INDIAN RIVER, INC., a Florida corporation, be dissolved; and

**FURTHER RESOLVED**, that the appropriate officers of the corporation are directed to cease the business operations of the corporation, except any action that may be necessary to wind up and liquidate the corporation's business and affairs, and to take any further action that may be necessary or appropriate to carry out the intent of this resolution.

DATED: January 3, 2000

  
\_\_\_\_\_  
BRIAN D. STORK  
  
\_\_\_\_\_  
H. DONALD STORK

**WRITTEN ACTION OF DIRECTORS**  
**of**  
**BENCO OF INDIAN RIVER, INC.**

Pursuant to §607.1402, Florida Statutes, the undersigned being all of the Directors of BENCO OF INDIAN RIVER, INC., a Florida corporation, hereby take the following action in lieu of a meeting thereof and all statutory and bylaw requirements pertaining to the time, manner and place of same are hereby waived:

**BE IT RESOLVED** that BENCO OF INDIAN RIVER, INC., be completely liquidated and dissolved; and

**BE IT FURTHER RESOLVED**, subject to ratification, approval and adoption by the Shareholders of BENCO OF INDIAN RIVER, INC., that the complete liquidation and dissolution of the Corporation be effected under the Plan of Complete Liquidation and Dissolution attached hereto and incorporated herein by reference as Exhibit "A"; and

**BE IT FURTHER RESOLVED** that a special meeting of the Shareholders be called for the 3rd day of January, 2000, for the purpose of submitting the attached Plan of Complete Liquidation and Dissolution to the Shareholders for ratification, approval and adoption; and

**BE IT FURTHER RESOLVED** that if the foregoing plan of complete liquidation and dissolution is ratified, approved and adopted by the Shareholders, the Officers and Directors of the Corporation be authorized, empowered and directed to do any and all things in its name and behalf which they necessary and advisable to carry out the purposes and intentions of such plan.

**DATED** at Vero Beach, Florida, this 3rd day of January, 2000.

  
BRIAN D. STORK, Director

  
H. DONALD STORK, Director

## **PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION OF BENCO OF INDIAN RIVER, INC.**

This Plan of Complete Liquidation (hereinafter called the "Plan") is for the purpose of effecting the complete liquidation and dissolution of **BENCO OF INDIAN RIVER, INC.** (hereinafter called the "Company"), in accordance with §607.1402, Florida Statutes, pursuant to the following steps:

1. **Plan of Liquidation.** The Company has issued 1,000 outstanding shares of common stock, with a par value of One Dollar (\$1.00) each. The Company will cease the active conduct of its business and wind up its affairs and will liquidate and distribute all of its assets in complete liquidation, less any assets retained to meet claims, beginning on the date of adoption of this Plan of Complete Liquidation by the Shareholders of the Corporation.
2. **Negotiation of Terms by Officers and Directors.** The Officers and Directors of the Company are authorized, from time to time, to negotiate and to consummate sale of all or any portion or portions of the properties of the Company, on such terms and conditions as they, in their discretion, shall deem beneficial to the Company, including the assumption by the purchaser or purchasers of any or all liabilities of the Company, subject to any requisite approval or other action by the Shareholders of the Company.
3. **Intermediate Distributions.** The Directors may, from time to time, authorize one or more distributions to the property of the Company, in cash or in kind, in a series of distributions and complete liquidation, retaining such assets as they may deem necessary to meet claims or liabilities to the Company, and to continue the operation of such properties of the Company as have not been sold at the time of any such distribution.
4. **Payment of Liabilities.** As of the date of this Plan, the Company has no assets remaining to distribute to the shareholders.
5. **Cancellation of Outstanding Shares.** Except for the foregoing distributions, the complete liquidation shall be in exchange solely for and in complete redemption and cancellation of, and in payment for, all of the outstanding common shares of the Company, and the Shareholders shall, if the Directors so determine, surrender their certificates for such shares for recording thereon receipt of distributions prior to final distribution, and shall surrender such certificates for cancellation upon receipt of the final distribution herein authorized.
6. **Dissolution.** The Officers and Directors of the Company shall proceed with the voluntary dissolution of the Company pursuant to §607.1402 of the Statutes of the

**EXHIBIT "A"**

State of Florida, at such time, not later than twelve (12) months after the adoption of this Plan by the shareholders, as they may deem appropriate, and may withdraw the Company from qualification in any other State whenever they deem such action appropriate.

7. **Authorization to Execute and File Documents.** The Officers and Directors of the Company are authorized, empowered, and directed to execute and file all documents which they deem necessary or advisable to carry out the purposes and intentions of this Plan, including a Certificate of Dissolution under the laws of the State of Florida and information returns on Treasury Department Forms 966, 1096, and 1099L, together with income tax returns and the information required by the applicable regulations.

8. **Authorization of Necessary Acts.** The Officers and Directors of the Company are hereby authorized, empowered and directed to do any and all other things in its name and behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this Plan. They shall be held harmless by the Company for any action under this Plan taken in good faith and any expenses or liabilities so incurred by them shall be that of the Company.

9. **Abandonment.** If a sale of all the properties and assets of the Company is not consummated before the end of the 12-month period beginning on the date of the adoption of the Plan by the Shareholders, the Board of Directors may abandon the Plan and all action contemplated hereby. Upon such abandonment, the Plan shall be void.

10. **Intent.** It is intended that this Plan of Complete Liquidation and Dissolution shall be a plan of complete liquidation under the terms of Section 331 of the Internal Revenue Code of 1986, as amended. This Plan shall be deemed to authorize such action as, in the opinion of counsel for the Company, may be necessary to conform its provisions to such Section 331.

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