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Law Offices  
Jones and Welch, P.A.  
703-5 South Palafox Place  
Post Office Box 12605  
Pensacola, Florida 32574-2605

Telephone (904) 432-7604  
Telecopier (904) 432-5947

J. Pickett Jones 1870-1893  
C. Moreno Jones 1885-1938  
Robert A. Sims 1962-1974  
J. McHenry Jones 1923-1993  
John P. Welch

July 7, 1997

State of Florida, Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-07/09/97--01076--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: Articles of Dissolution  
Gingham Goose School, Inc.

Dear Sir:

Enclosed herewith please find the Articles of Dissolution of the corporation: GINGHAM GOOSE SCHOOL, INC.

In addition, please find enclosed my firm's check in the amount of \$87.50 to cover the filing fee as well as a certified copy of the Articles of Dissolution.

If you should have any questions or concerns regarding this matter, please do not hesitate to contact me.

I am,

Very truly yours,

JOHN P. WELCH

JPW/mls  
Enclosures

FILED  
97 JUL -9 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Vol. Diss

⑥ JWW 7/14

ARTICLES OF DISSOLUTION

GINGHAM GOOSE SCHOOL, INC., a Florida corporation has determined in accordance with law that such corporation be dissolved, and represents to the State of Florida, Division of Corporations, as follows:

A. The name of the corporation is GINGHAM GOOSE SCHOOL, INC.

B. The names and respective addresses of its Sole Shareholder and Director is:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Barbara Register Riley f/k/a Barbara Register	President	7715 Vonnice Tolbert Navarre, FL 32566

C. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made for them.

D. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests (or no property remains for distribution to shareholders after applying it to the payment of the liabilities and obligations of the corporation.

E. There are no actions pending against the corporation in any court (or adequate provision has been made for the satisfaction of any judgment, order or decree that may be entered against the corporation in any pending action.)

F. That the corporation elected to dissolve by act of the corporation and attached hereto are certified extracts from the minutes of a special meeting of the Shareholders and Board of

Directors held on July 1, 1997, providing for dissolution of the corporation.

Witnesses:

Meredith L. Solberg

[Signature]

GINGHAM GOOSE SCHOOL, INC.

BY: Barbara Register Riley, President  
Barbara Register Riley, President  
f/k/a Barbara Register

STATE OF FLORIDA

ESCAMBIA COUNTY

7th The foregoing instrument was acknowledged before me this day of July, 1997, by BARBARA REGISTER RILEY, f/k/a Barbara Register, President of GINGHAM GOOSE SCHOOL, INC., a Florida corporation, on behalf of the corporation, and is personally known to me.

Meredith L. Solberg

Notary Public

State of Florida at Large

TYPE or PRINT NAME

My Commission Expires:



CERTIFICATE

I, BARBARA REGISTER RILEY, f/k/a BARBARA REGISTER, President,  
of GINGHAM GOOSE SCHOOL, INC., hereby certify as follows:

1. That a Special Meeting of the Board of Directors of GINGHAM GOOSE SCHOOL, INC., was duly called and held at 9:00 AM on July 1, 1997, at which the sole Director was present and voting throughout, and such Board unanimously adopted a resolution, an extract from which is as follows:

BE IT RESOLVED that GINGHAM GOOSE SCHOOL, INC., shall completely liquidate in accordance with the following plan:

1. That the company shall completely liquidate within a one (1) calendar month period from and after July 1, 1997 and shall distribute all of the assets of the company, in complete liquidation (less assets retained to meet any claims), to the stockholders of record as of the date of adoption of this resolution, on or before July 31, 1997, less such amounts as may be required to meet claims, current liabilities, operating costs and costs of liquidation, and other expenses which may have been or may be incurred by the corporation up to and including the date of final distribution of assets and, on or before July 31, 1997, in cash or in kind, all assets which have not been previously distributed then be distributed (less any reserve established for claims), and such liquidation shall be conducted in full compliance with the requirements of the Internal Revenue Code.
2. The President may establish a reserve, as authorized by the Internal Revenue Code, to meet claims against the company in such amount as appears to the President as to be reasonable and proper.
3. That the Company be dissolved on or before July 31, 1997, and the appropriate officers specified in Chapter 607, Florida Statutes, be authorized to take necessary action and execute necessary instruments required to dissolve the said Corporation, and such officers shall file all necessary reports with respect to the plan of dissolution of the Company as may be required by the Internal Revenue Code.

4. It is the intention that all stockholders shall form a liquidation trust and convey the assets distributed to them from the corporation to said trust for collection and distribution.

2. That a Special Meeting of Stockholders of GINGHAM GOOSE SCHOOL, INC., was duly called and held at 10:00 AM on July 1, 1997, at which 100 shares of stock were represented and voting throughout, in person or by proxy, out of 100 shares outstanding, and by a vote of 100 to 0, adopted a resolution, an extract from which is as follows:

BE IT RESOLVED that GINGHAM GOOSE SCHOOL, INC., shall completely liquidate in accordance with the following plan:

1. That the Company shall completely liquidate within a one (1) calendar month period from and after July 1, 1997, and shall distribute all of the assets of the Company, in complete liquidation and (less assets retained to meet any claims) to the stockholders of record as of the date of adoption of this resolution, on or before July 31, 1997, less such amounts as may be required to meet claims, current liabilities, operating costs and costs of liquidation, and other expenses which may have been or may be incurred by the corporation up to and including the date of final distribution of assets and, on or before July 31, 1997, in cash or in kind, all assets which have not been previously distributed then be distributed (less any reserve established for claims), and such liquidation shall be conducted in full compliance with the requirements of the Internal Revenue Code.
2. The President may establish a reserve, as authorized by the Internal Revenue Code, to meet claims against the Company in such amount as appears to the President as to be reasonable and proper.
3. That the Company be dissolved on or before July 31, 1997, and the appropriate officers specified in Chapter 607, Florida Statutes, be authorized to take necessary action and execute necessary instruments required to dissolve the said Corporation, and such officers shall file all necessary reports with respect to the plan of dissolution of the Company as may be required by the Internal Revenue Code.

3. That the resolution above referred to and the paragraphs quoted therefrom have not been rescinded, amended nor altered and are in full force and effect.

THIS the 1<sup>st</sup> day of July, 1997.

*Barbara Register Riley, President*  
BARBARA REGISTER RILEY, President  
f/k/a BARBARA REGISTER