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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : NORTON, HAMMERSLEY, LOPEZ & SKOKOS, P.A.
Account Number : I20010000202
Phone : (941) 954-4691
Fax Number : (941) 954-2128

**DISSOLUTION OR WITHDRAWAL
KIRK PINKERTON, P.A.**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$35.00

corporation@nhslaw.com

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FEB 25 2020



February 24, 2020

FLORIDA DEPARTMENT OF STATE
Division of Corporations

NORTON HAMMERSLEY

SUBJECT: KIRK PINKERTON, P.A.
REF: S95038

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please provide the document number of the corporation.

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) 245-6050.

Terri J Schroeder
Regulatory Specialist III

FAX Aud. #: H20000058243
Letter Number: 520A00004001

P.O BOX 6327 - Tallahassee, Florida 32314

+2000000582433

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: KIRK PINKERTON, P.A. DISSOLUTION

DOCUMENT NUMBER: S95033

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

Please return all correspondence concerning this matter to the following:

JOHN M. COMPTON

(Name of Contact Person)

NORTON, HAMMERSLEY

(Firm/Company)

1319 MAIN STREET, SUITE 610

(Address)

SARASOTA, FL 34236

(City/State and Zip Code)

For further information concerning this matter, please call:

JOHN M. COMPTON

at (941-934-4691

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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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:

KIRK PINKERTON, P.A.

SECOND: The document number of the corporation (if known): S95038

THIRD: The date dissolution was authorized: 2/20/2020

Effective date of dissolution if applicable: _____

(no more than 90 days after dissolution file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

FOURTH: Dissolution was approved by the shareholders, in the manner required by this chapter and the articles of incorporation.

Signature: _____

(By a director, president, or other officer - if directors or officers have not been selected, by an incorporator, or in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

William E. Robertson, Jr.

(Typed or printed name of person signing)

Vice President

(Title of person signing)

Filing Fee: \$35

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20 FEB 24 AM 9:34
CLERK OF THE COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

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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: KIRK PINKERTON, P.A.

The above named corporation is the subject of dissolution and the effective date of a dissolution is: _____

THE DATE FILED WITH THE DEPARTMENT

(date filed with the Dept. if date specified in the Articles of Dissolution)

Description of information that must be included in a claim:

THE FULL NAME, ADDRESS AND PHONE NUMBER OF THE CLAIMANT

THE AMOUNT AND NATURE OF THE CLAIM

THE DATE THE CLAIM ACCRUED

WHETHER THE CLAIM IS CONTINGENT AND WHAT THE NATURE OF THE CONTINGENCY

WHETHER THE CLAIM IS SECURED

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

Norton, Hammersley, Lopez & Skokos, P.A.

c/o Sarah Davis


1819 Main St. Suite 610

Sarasota FL 34236

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.

William E. Robertson, Jr.

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

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**ACTION BY WRITTEN CONSENT OF THE SHAREHOLDER
IN LIEU OF SPECIAL MEETING
OF
KIRK PINKERTON, P.A.**

The undersigned, being all of the shareholders of the above named corporation, a Florida corporation, do hereby consent in writing to the adoption of the following resolutions, taking the action in lieu of a special meeting of the corporation, as permitted by Section 607.0704 of the Florida Statutes.

RESOLVED AS FOLLOWS:

1. As of January 1, 2020, the officers and directors of the corporation were as follows:

Timothy S. Shaw -	CFO, President, and Director
Gant F. McCloud -	Vice President, Treasurer, Director
William E. Robertson, Jr. -	CEO, Vice President, Director

2. As of January 1, 2020, the shareholders and their respective share ownership percentages were as follows:

Timothy S. Shaw -	33 1/3%
Gant F. McCloud -	33 1/3%
William E. Robertson, Jr. -	33 1/3%

3. On January 2, 2020, Timothy S. Shaw, abruptly and without notice, resigned as an officer and director of the corporation and "tendered" his shares to the corporation. A copy of such resignation is attached hereto as Exhibit "A".

4. As a result of the departure of Timothy S. Shaw from the corporation, it was determined by Gant F. McCloud and William E. Robertson, Jr. that the corporation was most likely not viable and could no longer operate.

5. On January 15, 2020, Gant F. McCloud resigned as an officer and director of the corporation and "tendered" his shares to the corporation. A copy of such resignation is attached hereto as Exhibit "B".

6. On January 24, 2020, William E. Robertson, Jr. resigned as a director and the CEO of the corporation.

7. Although Timothy S. Shaw and Gant F. McCloud tendered their respective shares to the corporation, the corporation did not purchase or receive their shares.

8. Since the resignations of Timothy S. Shaw and Gant F. McCloud, neither

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have been willing to participate in any capacity with the corporations dissolution and wind down including, without limitation, as a shareholder.

9. By default, William E. Robertson, Jr. remained as Vice President of the corporation for the sole purpose of winding down the corporation and preserving the corporation's minimal assets for the benefit of its creditors.

10. The corporation has two (2) main debts. The first is a credit line with Synovus Bank with an approximate unpaid balance of \$189,000 (the "Synovus Credit Line"). The Synovus Credit Line is secured by all inventory, fixtures, equipment, accounts, work-in-progress, and accounts receivable of the corporation.

11. The second major corporate obligation arises under the lease of the space commonly known as 1 South School Avenue, 3rd Floor, Sarasota FL 34237 (the "Lease").

12. Following the departure of Timothy S. Shaw and Gant F. McCloud, William E. Robertson, Jr. retained the services of Norton, Hammersley, Lopez & Skokos, P.A. for the purposes of advising him on the dissolution of the corporation including the collection of all reasonably obtainable assets of the corporation and the payment of as many creditors as possible based on priority.

13. In doing so, William E. Robertson, Jr. performed the following non-exclusive list of services:

- Consulting with a bankruptcy attorney and Norton, Hammersley for the purpose of determining the steps necessary to dissolve the corporation;
- Contacting Synovus Bank and the representative for the corporation's landlord for the purpose of informing them of the dissolution;
- Terminating all non-essential employees of the corporation and delivering to them their final pay;
- Billing and collecting the corporation's work-in-progress and accounts receivable for the benefit of its creditors;
- Selling selected furniture, fixtures, and equipment and holding the funds for the benefit of the corporation's creditors;
- Terminating the corporation's contacts;
- Negotiating the termination of the corporation's occupancy under the Lease effective February 29, 2020;
- Keeping the major creditors of the corporation informed during the winding down process;
- Filing Articles of Dissolution with the State of Florida and any additional required documents;
- Notifying the corporation's known creditors of the dissolution as required by Florida law;
- Establishing a monthly fee to be paid to William E. Robertson, Jr. for the performance of the above referenced dissolution services and any future dissolution services of \$10,000 per month to the extent cash is available; and

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- Performing any other service which are determined by William E. Robertson, Jr. to be necessary to wind down the corporation prior to and following the date the Articles of Dissolution are filed with and accepted by the State of Florida.


14. That William E. Robertson, Jr. is hereby authorized to file any and all documents required to dissolve the corporation and perform any and all acts necessary to wind down the corporation.

15. That all acts and decisions performed by William E. Robertson, Jr. prior to, during and after the wind down of the corporation are hereby approved and ratified in full.

Dated: 2/20, 2020.

REFUSED TO PARTICIPATE
Timothy S. Shaw, Shareholder

REFUSED TO PARTICIPATE
Gant F. McCloud, Shareholder



William E. Robertson, Jr., Shareholder

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20 FEB 24 AM 9:34
CLERK OF DISTRICT COURT
STATE OF FLORIDA

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