

V.09106

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

City/ST/Zip

850-222-2785

Phone #

FILED

00 DEC 28 PM 3:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1- Family Foods of Collier, Inc.
- 2- _____
- 3- _____
- 4- _____

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

| | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | Non-Profit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

AMENDMENTS

| | |
|-------------------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input checked="" type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

OTHER FILINGS

| | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

REGISTRATION/QUALIFICATION

| | |
|--------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

RECEIVED
00 DEC 28 AM 11:12
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Merger
12-28-00
AAS

EFFECTIVE DATE
12-31-00

500003515905--7
-12/28/00--01060--019
*****35.00 *****35.00

Examiner's Initials

FILED

**ARTICLES OF DISSOLUTION
OF FAMILY FOODS OF COLLIER, INC.**

00 DEC 28 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0704, Section 607.1402(6) and Section 607.1403, Florida Statutes, the undersigned corporation submits these Articles of Dissolution:

FIRST

The name of the corporation is FAMILY FOODS OF COLLIER, INC. (the "Corporation") and its Document Number is V09106. The Corporation was organized under the laws of the State of Florida on January 24, 1992.

SECOND

The date dissolution was authorized is December 26, 2000.

THIRD

The dissolution was approved by the shareholders by written consent in accordance with the provisions of Section 607.0704(5), Florida Statutes. The number of votes cast for dissolution was sufficient for approval. Voting by voting groups was not required.

FOURTH

The effective date of these Articles of Dissolution and the date of dissolution of the Corporation is December 31, 2000.

SIGNED this 26 day of December, 2000.

EFFECTIVE DATE
12-31-00


PEGGY R. SHANKLIN, President

**WRITTEN CONSENT TO
ACTION BY THE SHAREHOLDERS OF
FAMILY FOODS OF COLLIER, INC.
BY UNANIMOUS WRITTEN CONSENT**

The undersigned, being all of the shareholders of Family Foods of Collier, Inc., a Florida Corporation (the "Corporation"), by the unanimous vote of the shares of stock entitled to vote upon this matter, agree, adopt, consent to, and order the following corporate actions as permitted by Section 607.0704 and Section 607.1402(6) of the Florida Business Corporation Act (the "Act"):

1. The undersigned waive all formal requirements, including the necessity of holding a formal or informal meeting and any requirement that notice of such meeting be given.

2. The undersigned hereby vote all shares of stock of the Corporation held by them, either individually or jointly, in favor of the adoption of the following corporate actions:

WHEREAS: The shareholders of the Corporation have determined that the Corporation be dissolved and that the complete liquidation of the Corporation occur; and

WHEREAS: To the best of the shareholders' knowledge and belief, the Corporation has no known claims against it; and

WHEREAS: The shareholders believe that it is in the best interest of the Corporation to wind up the business of the Corporation.

NOW, THEREFORE, BE IT

RESOLVED: That the shareholders hereby consent, authorize and approve of the complete liquidation of the Corporation in accordance with the terms and provisions set forth herein by the unanimous vote of the shares of stock entitled to vote upon this matter; and

RESOLVED: That the President of the Corporation be, and hereby is, authorized to pay any unpaid professional fees or unpaid expenses of the Corporation from the Corporation's account; and

RESOLVED: As there shall be no remaining assets of the Corporation, there shall be no distributions to the shareholders upon liquidation; and

RESOLVED: That the actions provided for in the foregoing resolution shall commence as soon as practicable; and

RESOLVED: That the President or other officers of the Corporation be, and they hereby are, authorized and directed to pay all sums of money and to do or cause

to be done all acts and things that may be necessary or proper in order to carry out the complete liquidation and dissolution of the Corporation and to fully effectuate the purposes of the foregoing resolutions; and

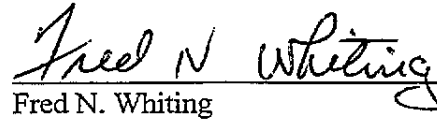
RESOLVED: That the President and other officers of the Corporation be, and they hereby are, authorized and directed to file Articles of Dissolution with the Florida Secretary of State in substantially the form attached hereto as Exhibit "A" and to pay all fees required for the filing of same.

IN WITNESS WHEREOF, the undersigned, as shareholders of Family Foods of Collier, Inc., executed the foregoing corporate action for the purpose of giving their consent thereto.

[Signature Pages Follow]

Signature Page for Shareholder Fred N. Whiting

SHAREHOLDER:


Fred N. Whiting

Dated this 26 day of December 2000

Signature Page for Shareholder Kimille Whiting

SHAREHOLDER:

Kimille Whiting
Kimille Whiting

Dated this 26 day of December, 2000

Signature Page for Shareholders
Michael Nywening and Kae Nywening

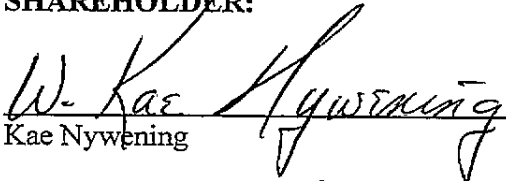
SHAREHOLDER:



Michael Nywening

Dated this 26 day of December 2000

SHAREHOLDER:

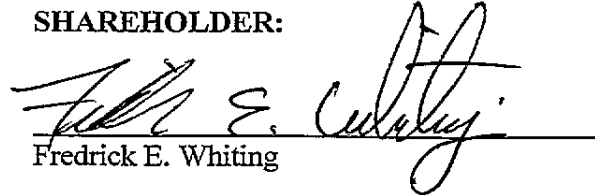


Kae Nywening

Dated this 26 day of December, 2000

Signature Page for Shareholder Fredrick E. Whiting

SHAREHOLDER:


Fredrick E. Whiting

Dated this 26 day of December 2000.

Signature Page for Shareholder Alicia Whiting

SHAREHOLDER:

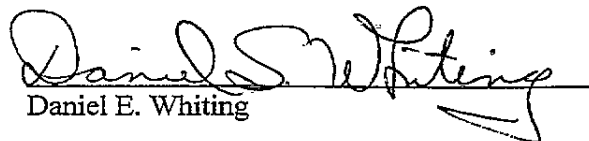
Alicia Whiting

Alicia Whiting

Dated this 26 day of December, 2000

Signature Page for Shareholder Daniel E. Whiting

SHAREHOLDER:


Daniel E. Whiting

Dated this 26 day of December 2000

Signature Page for Shareholder Peggy Shanklin

SHAREHOLDER:


Peggy Shanklin

Dated this 26 day of December 2000

SECRETARY'S CERTIFICATION

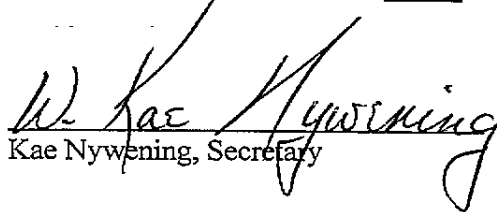
STATE OF FLORIDA)
COUNTY OF COLLIER)

I, the undersigned, hereby certify that I am the Secretary of the above-referenced corporation, a corporation organized and existing under the laws of the State of Florida, and that by a unanimous vote of the stock held by the shareholders of said corporation, the foregoing resolutions were adopted and entered into the regular minute book of the corporation and that such resolutions have not been rescinded or modified.

I further certify that there is no provision of the Articles of Incorporation or Bylaws of said corporation limiting the power of the shareholders to adopt the foregoing resolutions and that the same are in conformity with the provisions of said Articles of Incorporation and Bylaws.

I further certify that the above instrument has been duly executed by the holders of a majority of the stock of the corporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand this 26 day of December, 2000.


Kae Nywening, Secretary