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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

ASV Holdings Inc.

diss

<input type="checkbox"/> Walk In <input type="checkbox"/> Mail Out <input type="checkbox"/> Will Wait <input type="checkbox"/> Photocopy	<input type="checkbox"/> Pick Up	Name Availability <b>4/30/98</b>	<input type="checkbox"/> Certified Copy
	<input type="checkbox"/> Drop Off	Up Time Examiner <b>Don</b>	<input type="checkbox"/> Certificate of Status
	<input type="checkbox"/> On Site	Up Time Verifier <b>Don</b>	<input type="checkbox"/> Certificate of Good Standing
	<input type="checkbox"/> Other	Up Time Verifier <b>Don</b>	<input type="checkbox"/> ARTICLES ONLY <input type="checkbox"/> ALL CHARTER DOCUMENTS

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
	Amendment
	Resignation of R.A. Officer/Director
	Change of Registered Agent
X	Dissolution/Withdrawal
	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

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

Ordered By: \_\_\_\_\_

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

## ARTICLES OF DISSOLUTION

98 APR 29 PM 10  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:*

**FIRST:** The name of the corporation is: AJV HOLDINGS, INC.

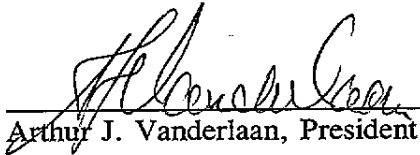
**SECOND:** The date dissolution was authorized: 4/30/98

**THIRD:** Adoption of Dissolution

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Signed this 30th day of April, 1998.

Signature

  
\_\_\_\_\_  
Arthur J. Vanderlaan, President

## **AFFIDAVIT TO SECRETARY OF STATE REGARDING LIQUIDATION**

I, the President and sole director of AJV HOLDINGS, INC., in accordance with the requirements of the Business Corporation Act of the State of Florida, and in order to obtain and the dissolution of said corporation, as provided by said Law, DO HEREBY CERTIFY AS FOLLOWS:

The principal office AJV HOLDINGS, INC., in the State of Florida is at 247 North Collier Blvd., City of Marco Island, County of Collier, State of Florida and the manager in charge thereof, upon whom process against this corporation may be served at said address is William G. Morris.

The dissolution of said AJV HOLDINGS, INC., has been duly authorized in accordance with the provisions of the Business Corporation Act of the State of Florida.

The following is a list of the names and residence addresses of all the directors of the said corporation:

Arthur J. Vanderlaan

665 Clarence Street  
Port Colborne, Ontario

Dated this 30th day of April, 1998.

  
\_\_\_\_\_  
Arthur J. Vanderlaan, President and sole director

UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS  
TO VOLUNTARY DISSOLUTION OF  
AJV HOLDINGS, INC.

We, the undersigned, being all of the shareholders of AJV Holdings, Inc. a Florida corporation, do hereby consent to the voluntary dissolution of such corporation and do authorize and direct the appropriate officers of the corporation to take all steps necessary or appropriate to carry out the intent to this resolution.

We hereby adopt the attached Plan of Complete Liquidation and Dissolution and authorize the officers and directors of the corporation to execute and file forms, returns, documents and information required to be filed by reason of the complete liquidation of the corporation pursuant to the attached plan.

In assent to the above, each of the undersigned stockholders has signed his or her name and dated the signing opposite the number of shares of the corporation held by him or her of record on such date.

Signature	Date	No. of Shares
 Arthur J. Vanderlaan	 April 25/98	<u>100</u>

## RESOLUTION OF LIQUIDATION

I, Arthur J. Vanderlaan do hereby certify that I am the duly elected and acting Secretary of AJV Holdings, Inc., a Florida Corporation, that the following is a true and correct copy of certain preambles and resolution duly adopted by the Board of Directors of said Corporation by unanimous consent; and that said preambles and resolution are in full force and effect, to-wit:

WHEREAS, the shareholders of this Corporation have executed and delivered to this Corporation a consent to the dissolution of this Company; and

WHEREAS, this Corporation is to be voluntarily dissolved pursuant to the appropriate provisions of the Business Corporation Act of Florida; and

WHEREAS, it is now desired that a plan be effective for the complete liquidation of this Corporation on or prior to April 30, 1998;

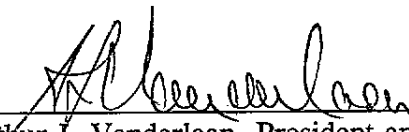
NOW, THEREFORE, BE IT RESOLVED, that the following plan for the complete liquidation of this Corporation on or prior to April 30, 1998, be and is hereby adopted:

(1) The proper officers of this Corporation shall forthwith file the appropriate statement of intent to dissolve pursuant to the Corporation Act of Florida.

(2) The assets and property of this Corporation, subject to its liabilities, shall be assigned and conveyed to the shareholders, subject to said shareholders agreeing to assume and pay said liabilities and surrendering for cancellation the certificates representing all of the outstanding shares of stock of this Corporation; and the proper officers of this Corporation shall execute, endorse and deliver all assignments, powers, deeds, bills of sale, and documents of conveyance or other documents necessary to effect such conveyance to shareholders.

(3) Upon such conveyance and assumption, of this Corporation shall be dissolved, and the proper officers of this Corporation shall file with the Secretary of State of the State of Florida the appropriate Articles of Dissolution pursuant to the provisions of the Corporation Act of Florida, and such other documents as maybe required under the Laws of Florida or of the United States as in such case may be provided.

WITNESS my hand as President of said Corporation and with its corporate seal hereunto affixed, this 30th day of April, 1998. (Corporate Seal)

  
\_\_\_\_\_  
Arthur J. Vanderlaan, President and Sole Director

MINUTES OF THE SPECIAL MEETING  
OF THE SHAREHOLDERS OF  
AJV HOLDINGS, INC.  
AT MEETING TO LIQUIDATE AND DISSOLVE

The Stockholders of AJV HOLDINGS, INC., a Florida corporation, met at the offices of the corporation on April 30, 1998, at 9:00 am, pursuant to a call of the meeting by the President.

Present were all the stockholders. The President presided as Chairman of the meeting and the Secretary acted as such.

The President called the meeting to order and announced that the purpose of the meeting was to discuss and act upon a proposal to adopt a plan of liquidation and dissolution of the corporation and to sell the principal assets of the corporation.

After discussion and review, the following resolutions were unanimously adopted by the holder of 100% of the issued and outstanding shares of the stock of the corporation:

BE IT HEREBY RESOLVED that in the judgment of the Shareholders of the Corporation, it is deemed advisable and for the benefit of the corporation that it should be dissolved; and

BE IT RESOLVED, that a plan of liquidation be, and hereby is, formulated to effect such liquidation and dissolution in accordance with the following resolutions:

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized to sell or otherwise liquidate any or all of the tangible assets of the Corporation, which, in their judgment, should be so sold or liquidated to facilitate the liquidation of the Corporation;

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to file a Certificate of Dissolution signed by the stockholders of the Corporation with the Secretary of the State of Florida;

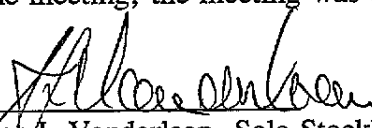
RESOLVED, that, after providing for all the proper debts of the Corporation, the remaining assets of the Corporation, if any, including cash, furniture, and fixtures, be distributed to the stockholders of the Corporation;

RESOLVED, that the actions provided for in the foregoing Resolutions providing for the complete liquidation of the Corporation and the distribution of all its assets be commenced immediately, and that its subsequent dissolution and the distribution of all assets completed as soon as practicable; and

RESOLVED, that the proper officers of the Corporation be, and hereby are, authorized and directed to pay all such fees and taxes and to do or cause to be done such further acts and things as they may deem to be necessary or proper to carry out the liquidation and dissolution of the Corporation and fully to effectuate the purposes of the foregoing resolutions.

It was further resolved that signature to these minutes constitutes a Waiver of Notice to the Joint Special Meeting.

There being no further business before the meeting, the meeting was duly adjourned.

  
\_\_\_\_\_  
Arthur J. Vanderlaan, Sole Stockholder

**PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION OF  
AJV HOLDINGS, INC.**

Section One. Approval of Plan. This plan shall become effective on approval by the shareholders of the corporation, either by unanimous written consent or by the affirmative vote of the holders of at least a majority of the outstanding shares of the corporation.

Section Two. Collection of Assets and Payment of Obligations. Immediately following the approval and adoption of this plan by the shareholders, the corporation shall proceed to collect its assets and sell, exchange, convey, or otherwise dispose of or reduce to cash all of its assets, except such assets as are to be distributed in kind to shareholders as hereinafter provided, and to pay, satisfy, and discharge, or make provision for the payment, satisfaction and discharge of its liabilities and obligations, including unascertained or contingent liabilities and obligations. Such sale, exchange, conveyance, and distribution of assets shall be completed as quickly as possible after the approval and adoption of this plan by the shareholders.

Section Three. Distribution of Assets. As soon as practicable, the corporation shall:

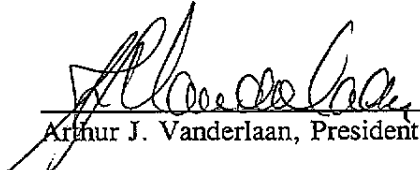
(A) Make one or more pro rata distributions to shareholders of the cash and other liquid assets of the corporation legally available for distribution as liquidating dividends;

(B) Withdraw from the jurisdictions in which it is legally qualified to do business; and

(C) Dissolve and file formal articles of dissolution in compliance with the Florida General Corporation Act.

Section Four. Distribution of All Assets; Contingent Liabilities. The corporation shall distribute all of its assets, other than such assets as are retained to pay claims, including unascertained or contingent liabilities or expenses, in complete cancellation and redemption of all outstanding stock of the corporation. Any reserve retained to meet claims shall be specifically set aside for such purpose, and shall be reasonable in relation to the items involved. Any balance remaining in such reserve after the payment of such claims shall be distributed pro rata to the shareholders of the corporation.

Section Five. Authorization of Necessary Actions. The directors and officers of the corporation shall have power to adopt all resolutions, to execute and file all documents, and to take all other action they may deem necessary or appropriate for the purpose of effecting the dissolution of the corporation and the complete liquidation of its business and assets.

  
\_\_\_\_\_  
Arthur J. Vanderlaan, President



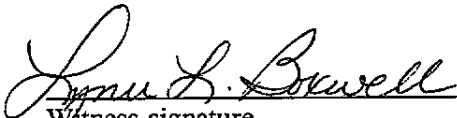
**AFFIDAVIT TO SECRETARY OF STATE REGARDING DISSOLUTION**

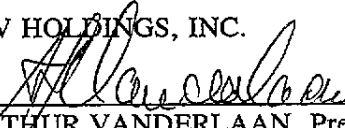
STATE OF FLORIDA  
COUNTY OF COLLIER

BEFORE ME, the undersigned authority, personally appeared Arthur Vanderlaan, President, AJV Holdings, Inc., who after being duly sworn, deposes and says:

1. My Name is Arthur Vanderlaan and I am the President and sole stockholder of AJV Holdings, Inc., a Florida corporation.
2. AJV Holdings, Inc., through its authorized officers and directors, is filing Articles of Dissolution simultaneous with the filing of this Affidavit.
3. AJV Holdings, Inc., and its authorized officers and directors, will not revoke the dissolution.
4. AJV Holdings, Inc., and its authorized officers and directors, hereby release the name AJV Holdings, Inc., for use by other corporations.

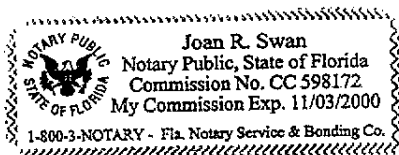
FURTHER AFFIANT SAYETH NAUGHT.

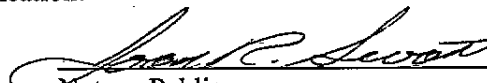
  
\_\_\_\_\_  
Witness signature  
LYNN L. BOXWELL  
\_\_\_\_\_  
Witness print name

AJV HOLDINGS, INC.  
BY:   
\_\_\_\_\_  
ARTHUR VANDERLAAN, President

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was sworn to and subscribed before me this 28<sup>th</sup> day of April, 1998, by Arthur Vanderlaan, President, who are personally known to me ~~or did present~~ as identification.



  
\_\_\_\_\_  
Notary Public  
My commission expires:[SEAL]