

V34153

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TALLAHASSEE, FL 32399-0001

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C. Castellote JAN 06 2004

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Gallimore Development, Inc.

DOCUMENT NUMBER: V34153

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

Please return all correspondence concerning this matter to the following:

Louise A. Ward
(Name of Person)

Gallimore Development, Inc.
(Name of Firm/Company)

557 North Wymore Road, Suite 102
(Address)

Maitland, FL 32751
(City/State/Zip Code)

For further information concerning this matter, please call:

Louise A. Ward at (407) 667-0100
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

<input checked="" type="checkbox"/> \$35 Filing Fee	<input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status	<input type="checkbox"/> \$43.75 Filing Fee & Certificate Copy (Additional copy is enclosed)	<input type="checkbox"/> \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)
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MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

ARTICLES OF DISSOLUTION
OF
GALLIMORE DEVELOPMENT, INC.

ARTICLE I

The name of the corporation is: Gallimore Development, Inc.

ARTICLE II

Articles of Incorporation of the corporation were filed May 6, 1992.

ARTICLE III

The names and respective addresses of its officers are:

Ellsworth G. Gallimore President	557 North Wymore Road, Suite 102 Maitland, Florida 32751
<i>P.</i> Shirley M. Gallimore Vice President	557 North Wymore Road, Suite 102 Maitland, Florida 32751
Louise A. Ward Vice President/Secretary/ Treasurer	557 North Wymore Road, Suite 102 Maitland, Florida 32751

ARTICLE IV

The names and respective addresses of its directors are:

Ellsworth G. Gallimore	557 North Wymore Road, Suite 102 Maitland, Florida 32751
Shirley P. Gallimore	557 North Wymore Road, Suite 102 Maitland, Florida 32751
Louise A. Ward	557 North Wymore Road, Suite 102 Maitland, Florida 32751

ARTICLE V

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

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TALLAHASSEE, FLORIDA

ARTICLE VI

All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.

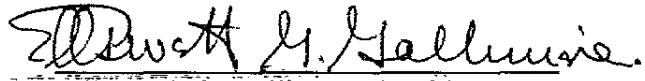
ARTICLE VII


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

ARTICLE VIII

A copy of the joint resolution of the board of directors and shareholders to dissolve the corporation is attached. This resolution was adopted on December 17, 2003, and the number of votes cast for dissolution was sufficient for approval.

Dated December 17, 2003:


Ellsworth G. Gallimore, President

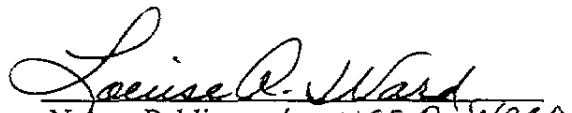

Shirley P. Gallimore, Vice President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 19th day of December, 2003 by Ellsworth G. Gallimore and Shirley P. Gallimore as President and Vice President of Gallimore Development, Inc. a Florida corporation, on behalf of the corporation. They are personally known to me.



Louise A Ward
My Commission CC891175
Expires January 29, 2004


Notary Public LOUISE A. WARD
My Commission Expires: 1-29-04

GALLIMORE DEVELOPMENT, INC.

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

The following Plan for Complete Liquidation, hereinafter called the "Plan", of Gallimore Development, Inc. hereinafter called "Gallimore Development", a Florida corporation, which is intended to accomplish the complete liquidation of Gallimore Development, is deemed expedient and for the best interests of Gallimore Development:

1. APPROVAL OF PLAN:

The "Plan" shall be and become effective upon the approval and adoption thereof by the affirmative vote of the Stockholders of Gallimore Development.

2. PAYMENT OF OBLIGATIONS:

After approval and adoption of the "Plan" by the Stockholders, Gallimore Development shall sell, exchange, or otherwise dispose of or reduce to cash all of its assets, properties, and rights (exclusive of such thereof as may be distributed in kind, pro rata, to the stockholders of Gallimore Development, from time to time) and pay, or make provision for the payment of, all obligations of and claims against Gallimore Development (including unascertained or contingent liabilities and expenses).

3. TIME:

Such sale, exchange, or other disposition of the assets, properties, and rights of Gallimore Development shall be consummated as expeditiously as practicable after the approval and adoption of the "Plan" by the Stockholders of Gallimore Development, and in any event by December 17, 2003.

4. DISTRIBUTION OF ASSETS:

As soon as practicable, and in any event by December 17, 2003, Gallimore Development shall:


- a) make to its Stockholders, pro rata, one or more distributions of its assets, including the proceeds of sales or other dispositions of its assets, properties, and rights in complete cancellation or redemption of all outstanding stock of Gallimore Development;
- b) withdraw from the jurisdictions in which it is qualified to do business;
- c) be formally dissolved in accordance with the Florida Statutes.

WAIVER OF NOTICE OF SPECIAL JOINT MEETING OF THE
BOARD OF DIRECTORS AND STOCKHOLDERS OF
GALLIMORE DEVELOPMENT, INC.

We, the undersigned, being all of the Directors and Stockholders of Gallimore Development, Inc., a corporation organized under the laws of the State of Florida, do hereby waive notice of time, place and purpose of the special meeting of the Directors and Stockholders of said corporation, and do hereby fix the 17th day of December, at 11:00 a.m. as the date and the time and the office of Gallimore Development, Inc. at 557 North Wymore Road, Suite 102, Maitland, Florida as the place of such meeting of said Directors and Shareholders.

And we do hereby waive all the requirements for the statutes of the State of Florida, both as to the notice of this meeting and the publication thereof, and consent to the transaction of any and all business as may come before the meeting.

Dated this 17th day of December, 2003.


Ellsworth G. Gallimore

**MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF
GALLIMORE DEVELOPMENT, INC.**

Maitland, Florida

The Board of Directors of the above Corporation held a special meeting at the offices of Gallimore Development, Inc. located at 557 North Wymore Road, Suite 102, Maitland, Florida, on December 17, 2003 at 11:00 a.m., pursuant to the foregoing Waiver of Notice:

The following Directors were present:

Ellsworth G. Gallimore

Shirley P. Gallimore

Absent: None

Ellsworth G. Gallimore acted as Chairman, and Louise A. Ward acted as Secretary of the meeting for the purposes of recording the minutes of same.

The Secretary presented a Waiver of Notice of the Meeting, signed by all of the Directors of the Corporation. Upon motion duly made, seconded and unanimously carried, it was;

RESOLVED, that such Waiver of Notice be filed in the in the Minute Book with the minutes of this meeting.

The Chairman stated that this meeting was called to consider the liquidation of the Corporation. Discussion followed. Then, upon motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED, that in the judgment of the Board of Directors of the Corporation, it is deemed advisable and for the benefit of the Corporation that it should be liquidated. Such liquidation will be pursuant to section 331 of the Internal Revenue Code.

RESOLVED, that, subject to approval of the Stockholders of the Corporation and effective with the date of such approval, a plan of liquidation be, and it hereby is, formulated to effect such liquidation 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 and all of the properties of the Corporation which in their judgment should be sold or liquidated to facilitate the liquidation of the Corporation;

Special Meeting
Board of Directors
Page 2

RESOLVED, that, after providing for all proper debts of the Corporation, the remaining assets of the Corporation be distributed to the Stockholders of the Corporation;

RESOLVED, that the actions provided for in the foregoing resolutions providing for the complete liquidation and the distribution of its assets be commenced as soon as practicable and that such assets be distributed and the corporate affairs be wound up by December 31, 2003. The officers shall not make any such distributions to the Shareholders until the Directors shall meet to determine that the creditors have been provided for and that the affairs of the Corporation have been finalized. Notwithstanding the above, final liquidation and distribution shall occur no later than December 31, 2003.

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

RESOLVED, that a special meeting of the Stockholders be called to consider the above resolutions on December 17, 2003, at 11:30 a.m.

There being no further business, the meeting was adjourned.

Approved: Louise A. Ward Secretary of the Meeting.
Louise A. Ward

**MINUTES OF A SPECIAL MEETING OF
THE STOCKHOLDERS OF
GALLIMORE DEVELOPMENT, INC.**

Maitland, Florida

The Stockholders of the above Corporation held a meeting at the offices of Gallimore Development, Inc. located at 557 Wymore Road, Suite 102, Maitland, Florida on December 17th, 2003 at 11:30 a.m., pursuant to the foregoing Waiver of Notice:

The following Stockholders were present:
Ellsworth G. Gallimore

Absent: None

Ellsworth G. Gallimore acted as Chairman, and Louise A. Ward acted as Secretary of the meeting for the purposes of recording the minutes of same.

The Secretary presented a Waiver of Notice of the Meeting, signed by all of the Stockholders of the Corporation. Upon motion duly made, seconded and unanimously carried, it was;

RESOLVED, that such Waiver of Notice be filed in the Minute Book with the minutes of this meeting.

The Chairman stated that this meeting was called to consider approval of a plan of liquidation and sale of the Corporation's assets. Discussion followed. Then, upon motion duly made and seconded, the following resolutions were adopted.

RESOLVED, that the Stockholders of the Corporation hereby unanimously consent and approve the liquidation of the Corporation pursuant to Internal Revenue Code Section 331, all in accordance with the terms and provisions of the plan of liquidation adopted by the Board of Directors of the Corporation at a special meeting, a copy of which was presented to this meeting, and which plan of liquidation is in all respects adopted and approved,

RESOLVED, that the proper officers of the Corporation be, and they hereby are authorized and directed to do or cause to be done all such acts and things as they may deem necessary and proper in order to effect the liquidation of the Corporation in accordance with the plan of liquidation adopted to be the Board of Directors of the Corporation at a Special meeting held on December 17, 2003, at 11:00 a.m.

There being no further business, the meeting was adjourned.

Approved  Secretary of the Meeting
Louise A. Ward

CERTIFIED

The undersigned states that she is Secretary of Gallimore Development, Inc.: that the attached are copies of minutes of Special Meetings of the shareholders and Directors of such Corporation held on December 17, 2003; and that the resolutions are in full force and effect.



Louise A. Ward, Secretary