



Florida Chapter

144501

May 29, 1997

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-06/12/97--01092--013  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Articles of Dissolution of Dog Island Company, Florida corporation

Dear Sir or Madam:

Enclosed are the Articles of Dissolution of the above referenced corporation.

Please file the Articles of Dissolution, certify and return the certified copy to the under-  
signed.

A check is also enclosed in the total amount of \$87.50 to cover the \$35.00 filing fee and  
the \$52.50 fee for the certified copy.

Sincerely,

*Teresa L. Coccia*

Teresa L. Coccia  
Legal Assistant

Enclosures

*DW 4/9*

*Vol. Diss.*

FILED  
97 JUN -2 AM 9-17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION  
OF  
DOG ISLAND COMPANY  
A Florida Corporation

FILED  
97 JUN -2 AM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I, NAME

The name of this Corporation is DOG ISLAND COMPANY, and was incorporated August 27, 1945.

ARTICLE II, DATE DISSOLUTION WAS AUTHORIZED

The dissolution of this Corporation was authorized on  
May 29, 1997.

ARTICLE III, SHAREHOLDER APPROVAL

Dissolution was approved by all of the shareholders of this Corporation and therefore the number cast for approval was unanimous and thereby sufficient within the meaning of Section 607.1403(1)(c), Florida Statutes.

ARTICLE IV, JOINT WRITTEN ACTION

A copy of the joint written action of the board of directors and shareholders of this Corporation approving the Plan of Complete Liquidation and Dissolution of this Corporation executed by the directors and shareholders is attached hereto.

DOG ISLAND COMPANY

By: 

Laura P. Robinson  
Its: President



STATE OF FLORIDA  
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this  
29th day of May, 1997, by Laura P. Robinson as President  
of Dog Island Company, a Florida corporation, on behalf of the  
corporation.

Teresa Coccia  
Signature of Notary Public

\_\_\_\_\_  
(Print Notary Name)  
My Commission Expires: \_\_\_\_\_  
Commission No.: \_\_\_\_\_

AFFIX NOTARY STAMP



TERESA COCCIA  
My Commission CC581633  
Expires Nov. 22, 1998

- Personally known, or  
 Produced Identification  
Type of Identification Produced: \_\_\_\_\_

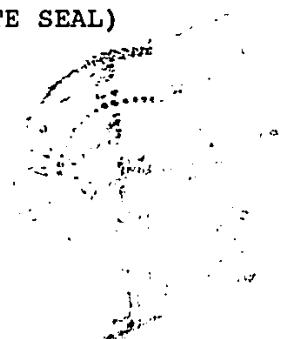
C E R T I F I C A T E

I HEREBY CERTIFY that I am the duly elected and qualified Secretary of Dog Island Company, a Florida corporation (hereinafter referred to as the "Corporation"), and the keeper of the records and the corporate seal of said Corporation; that the attached is a true and correct copy of the resolutions and Plan of Complete Liquidation and Dissolution as adopted by the Board of Directors and Shareholders of the Corporation by joint written action dated the 29<sup>th</sup> day of May, 1997.

IN WITNESS WHEREOF, I have hereunto affixed my name as Secretary, and have caused the corporate seal of said Corporation to be hereto affixed this 29<sup>th</sup> day of May, 1997.

Maria F. Melchiori  
Maria F. Melchiori  
Secretary

(CORPORATE SEAL)



JOINT WRITTEN ACTION  
OF THE SHAREHOLDERS AND BOARD OF DIRECTORS OF  
DOG ISLAND COMPANY

The undersigned, being all of the members of the Board of Directors, and representing all of the outstanding stock of DOG ISLAND COMPANY, a Florida corporation (hereinafter referred to as the "Corporation"), hereby take the following written action in lieu of holding a meeting regarding same, all pursuant to the terms of Sections 607.0821 and 607.0704, Florida Statutes:

WHEREAS, the directors of the Corporation have recommended dissolution to the shareholders of the Corporation;

WHEREAS, the shareholders of the Corporation have determined that it is in the best interest of the Corporation that the Corporation be dissolved and liquidated.

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended; and be it

FURTHER RESOLVED, that the Corporation be completely dissolved in accordance with the provisions of Sections 607.1402 and 607.1403, Florida Statutes.

FURTHER RESOLVED, that the directors and president of the Corporation are hereby authorized and directed to see that the following steps are undertaken in accordance with the following Plan of Complete Liquidation and Dissolution:

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

1. DOG ISLAND COMPANY, a Florida corporation (hereinafter referred to as the "Corporation"), has issued and outstanding 4800 shares of common stock having a 0 par value. The Corporation will cease to carry on its business, except insofar as may be necessary to wind up its affairs within the meaning of Section 607.1405, Florida Statutes, and will liquidate and distribute all of its assets in complete liquidation, within the meaning of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended, less any assets retained to meet claims, beginning on May 30, 1997, the effective date of the complete liquidation and dissolution of the Corporation.

2. The directors and president of the Corporation are authorized to proceed as far as possible to collect all sums due the Corporation and to settle any claims against the Corporation and pay all liabilities.

3. The directors and president of the Corporation are authorized to distribute all the assets of the Corporation in cash or in kind in one distribution or a series of distributions in complete liquidation in full payment in exchange for the stock of the shareholders, retaining such assets as are necessary to meet claims or liabilities of the Corporation.

4. Within thirty (30) days after this Plan of Complete Liquidation and Dissolution is adopted, counsel for the Corporation shall file Form 966 with the District Director of Internal Revenue, Atlanta, Georgia, together with a certified copy of this resolution.

5. The directors and president of the Corporation are authorized to file all other forms and documents required by the State of Florida and the Federal Government, including tax returns, as soon as possible after distribution of the assets of the Corporation.

6. The directors and president of the Corporation are authorized, empowered and directed to do any and all other things in its name and behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this Plan of Complete Liquidation and Dissolution. The directors, officers and agents of the Corporation shall be held harmless by the Corporation for any action under this Plan of Complete Liquidation and Dissolution taken in good faith, and any expense or liability so incurred by them in connection therewith shall be that of the Corporation.

The undersigned hereby approve and adopt the foregoing

written action this 29<sup>th</sup> day of May, 1997.

DIRECTORS:

Laura P. Robinson  
Laura P. Robinson, President

Michael Dennis  
Michael Dennis, Vice President

Maria F. Melchiori  
Maria F. Melchiori, Secretary

SHAREHOLDER:

THE NATURE CONSERVANCY, a  
District of Columbia nonprofit  
corporation authorized to  
transact business in the State  
of Florida

By: Michael Dennis  
As its: Vice President

