

Division of Corporations

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

From:

Account Name : SHUTTS & BOWEN, LLP  
Account Number : 076447000313  
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Fax Number : (305) 347-7750

DISSOLUTION OR WITHDRAWAL  
MARDI LAND DEVELOPMENT, INC.

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**ARTICLES OF DISSOLUTION  
OF  
MARDI LAND DEVELOPMENT, INC.**


1. The name of the corporation is **MARDI LAND DEVELOPMENT, INC.**  
(the "Corporation").

2. The Corporation elected to dissolve pursuant to the Unanimous Written Consent of the Shareholders and Directors, which Written Consent was effective as of June 23, 2016. A copy of such Written Consent is attached hereto.

3. The dissolution was approved by the Shareholders and the Directors of the Corporation. The number of votes cast for dissolution was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 23 day of June, 2016.

**MARDI LAND DEVELOPMENT, INC.**

By:   
Eduardo Salazar, President

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**UNANIMOUS WRITTEN CONSENT  
OF ALL THE SHAREHOLDERS AND DIRECTORS  
OF  
MARDI LAND DEVELOPMENT, INC.**

The undersigned, being all the shareholders ("Shareholders") and directors ("Directors") of **MARDI LAND DEVELOPMENT, INC.**, a Florida corporation (hereinafter the "**Corporation**"), do hereby consent to the adoption and approval of the following resolutions:

**Adoption of Plan of Complete Liquidation and Dissolution**

WHEREAS, the Directors of the Corporation deem it advisable and in the best interests of the Corporation and its Shareholders that the Corporation be completely liquidated and dissolved; and

WHEREAS, the Directors find that it is advisable to adopt a plan of complete liquidation in accordance with the requirements of the Internal Revenue Code of 1986, as amended; and

WHEREAS, the Shareholders of the Corporation deem it advisable and in their best interest that the Corporation be completely liquidated and dissolved in accordance with the Plan of Complete Liquidation presented to it by the Directors of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of the Internal Revenue Code of 1986, as amended, and pursuant to the following Plan of Complete Liquidation:

1. The officers of the Corporation are authorized and directed to proceed promptly to wind up the Corporation's affairs by collecting all of its assets and paying or providing for the payment of all of its liabilities.
2. The Corporation's remaining real property shall be conveyed to Dimitri Juan Ravelo in consideration for the payment of \$10.
3. As soon as practicable, the officers of the Corporation shall wind up the affairs of the Corporation; pay or provide for the payment of any of its remaining liabilities; establish a reserve in a reasonable amount to meet any known liabilities and liquidating expenses, if they deem such a reserve to be desirable; and distribute to the Shareholders of the Corporation in cancellation of its shares, any remaining assets of the Corporation subject to any remaining unpaid liabilities.
4. If a reserve is established to meet claims against the Corporation, the officers of the Corporation shall arrange for the distribution of any unused balance of such reserve to the Shareholders as soon as practicable.

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5. The officers of the Corporation are authorized and directed to file Form 966, Corporate Dissolution or Liquidation, with the Internal Revenue Service together with a certified copy of this Resolution, within 30 days after the date hereof.

6. The officers of the Corporation are authorized and directed to file such other forms and documents required by the State of Florida, including, but not limited to, Articles of Dissolution, and by the federal government, including tax returns, as soon as possible after distribution of the Corporation's remaining assets.

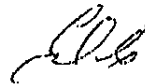
FURTHER RESOLVED, that the officers of the Corporation, be, and they hereby are, authorized and directed to execute whatever instruments and documents, and take whatever additional actions they deem necessary or appropriate to carry out the intent and accomplish the purposes of the foregoing resolutions.

Counterpart Execution

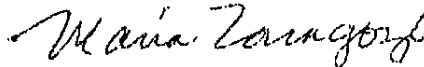
RESOLVED, that the Shareholders and the Directors of the Corporation be, and each of them hereby is, authorized to execute this Written Consent in one or more counterparts and that, upon such execution by the Shareholders and the Directors of the Corporation, this Written Consent be, and as of the effective date hereof, it hereby is, approved and adopted as the act and deed of the Shareholders and the Directors of the Corporation.

Effective Date: June 23, 2016.

**SHAREHOLDERS AND DIRECTORS:**



Eduardo Salazar



Maria Zaragozi