

761604

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(Address)

(Address)

(City/State/Zip/Phone #)

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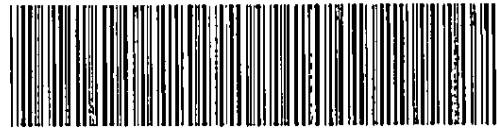
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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w/notice /aus

AUG 20 2015

I ALBRITTON

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IN THE CIRCUIT COURT OF THE NINETEENTH JUDICIAL CIRCUIT
IN AND FOR INDIAN RIVER COUNTY, FLORIDA
CASE NO.: 312015CA000784
JUDGE JANET CARNEY CROOM

HARRY A. KLIMAS, JANICE PRUSHINSKI,
and CARL PRUSHINSKI, derivatively as members
on behalf of THE POLISH-AMERICAN
SOCIAL CLUB OF VERO BEACH, FLORIDA,
INC., a Florida not-for-profit corporation,

Plaintiffs,

v.

VERO SOCIAL CLUB, INC., a Florida not-for
profit corporation; BLANCHE DELAURO;
ROBERT J. CUDDY, JR.; SUSAN
EISENBERG; MERRIELLEN GEGNER;
NICK REVELIS; FRANK KREIDER and
FRANK KOWALIK,

Defendants,

v.

THE POLISH-AMERICAN SOCIAL CLUB
OF VERO BEACH, FLORIDA, INC., a Florida
not-for-profit corporation,

Nominal Defendant.

FINAL JUDGMENT FOR PLAINTIFFS

This matter having come before the Court on the nonjury trial of the action on January 22, 2019, at which there was a court reporter, and the Court having reviewed the evidence, heard arguments of counsel and otherwise being fully advised in the premises, the Court hereby enters final judgment for the Plaintiffs Janice Prushinski and Carl Prushinski in their derivative capacity as members on behalf of The Polish-American Social Club of Vero Beach, Florida, Inc., against Defendant Vero Social Club, Inc., for the reasons stated on the record, as follows:

1. The Board Resolution dissolving The Polish-American Social Club of Vero Beach, Florida, Inc., and Articles of Dissolution were ultra vires acts, are thus void, and are both hereby set aside. The Polish-American Social Club of Vero Beach, Florida, Inc. is entitled to be reinstated. Counsel for Plaintiff will supervise that reinstatement with the Florida Division of Corporations at the earliest practicable time.

2. The Warranty Deed in favor of Vero Social Club, Inc., dated August 16, 2015, recorded at OR Book 2872, Page 796 of the Public Records of Indian River County ("Warranty Deed") is void, and is hereby canceled and vacated of record. Additionally, Vero Social Club, Inc., will issue a quitclaim deed in favor of The Polish-American Social Club of Vero Beach, Florida, Inc. and completely surrender the real property described in the Warranty Deed within 20 days of the date of this Final Judgment.

3. The Bill of Sale dated August 16, 2015 in favor of Vero Social Club, Inc. is void and is hereby set aside. Vero Social Club, Inc., will surrender these items of personal property at the time it surrenders possession of the real property described in the Warranty Deed.


4. Plaintiffs, whose address is 531 Treasure Ct., Vero Beach, FL 32966 are entitled in their derivative capacity as members on behalf of The Polish-American Social Club of Vero Beach, Florida, Inc., to recover damages in the amount of \$27,864.00 from Vero Social Club, Inc., plus post judgment interest at the legal rate, for which sum let execution issue forthwith.

5. Jurisdiction is reserved regarding attorney's fees and costs, and for the entry of such supplemental orders as the Court may deem necessary or appropriate in its supervision of the reinstatement of The Polish-American Social Club of Vero Beach, Florida, Inc., and restoration of its operations, including to designate person(s) authorized to perform delegated tasks under Court

supervision in furtherance of such reinstatement and restoration, until such time as a new Board can be elected.

DONE AND ORDERED at Vero Beach, Indian River County, Florida, this ____ day of January, 2019.

10:50 am, Jan 30 2019


HONORABLE JANET CARNEY CROOM

Copies to:

Casey Walker
Brooke Odom

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Kathleen M. Merwin

Lynne Hampton

Scott W. Zappolo

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Polish American Social Club of Vero Beach, Florida, Inc.

DOCUMENT NUMBER: 761604

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

Please return all correspondence concerning this matter to the following:

Lynne Hampton, Esq.

(Name of Contact Person)

Hampton Legal Services LLC

(Firm/Company)

1128 Royal Palm Beach Boulevard, Suite 389

(Address)

Royal Palm Beach, Florida 33411

(City/State and Zip Code)

For further information concerning this matter, please call:

Lynne Hampton

at (561)

329-1952

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed) |
|--|--|---|--|

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF DISSOLUTION

Pursuant to section 617.1403, Florida Statutes, this Florida not for profit corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation as currently filed with the Florida Department of State:

Polish American Social Club of Vero Beach, Florida, Inc.

SECOND: The document number of the corporation (if known): 761604

THIRD: Adoption of Dissolution
(COMPLETE SECTION I OR II)

SECTION I

If the corporation has members entitled to vote:

(CHECK/COMPLETE ONE)

☐ The date of meeting of members at which the resolution to dissolve was adopted

_____. The number of votes cast by the members was sufficient for approval.

☐ The resolution was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION II

If the corporation has no members or members entitled to vote on the dissolution:

The corporation has no members or members entitled to vote on the dissolution.

The date of adoption of the resolution by the board of directors was July 20, 2015

The number of directors in office was 6 and the vote for resolution was 6 for and 0 against. (Must be a majority vote)

FOURTH Effective date of dissolution, if applicable: _____
(no more than 90 days after dissolution file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Signature: _____

(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

Merriellen Gegner

(Typed or printed name of person signing)

President

(Title of person signing)

Filing Fee: \$35

VOID
2015 AUG 18 PM 2:19
SECRETARY OF STATE
DIVISION OF CORPORATE SERVICES

Notice of Corporate Dissolution

This notice is submitted by the dissolved corporation named below for resolution of payment of unknown claims against this corporation as provided in s. 617.1407, F.S.

This "Notice of Corporate Dissolution" is optional and is not required when filing a voluntary dissolution.

Name of Corporation: Polish American Social Club of Vero Beach, Florida, Inc.

Date of dissolution will be the date the dissolution is filed with the Department of State or as specified in the Articles of Dissolution.

Description of information that must be included in a claim:

Name of Claimant: _____

Address, phone, and email address for Claimant: _____

Amount of Claim: _____

Basis or origin of Claim: _____

Copies of documents pertaining to Claim: _____

Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations)

Lynne Hampton, Esq.

Hampton Legal Services LLC

1128 Royal Palm Beach Boulevard, Suite 389

Royal Palm Beach, Florida 33411

A claim against the above named corporation will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.

Lynne Hampton

Printed Name of the Person Filing

Lynne Hampton

Signature of the Person Filing