

P14000037734

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

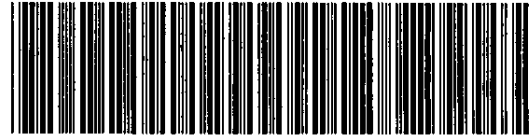
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE FLORIDA

C.M.
8-13-14

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: 1195 Miami Gardens, Inc.

DOCUMENT NUMBER: P14000037734

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

Please return all correspondence concerning this matter to the following:

Patti D. Saleeby

(Name of Contact Person)

First-Citizens Bank & Trust Company

(Firm/Company)

4300 Six Forks Road - Mail Code FCC22

(Address)

Raleigh, North Carolina 27609

(City/State and Zip Code)

For further information concerning this matter, please call:

Patti D. Saleeby

(Name of Contact Person)

at (**919**) **716-2876**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$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

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ARTICLES OF DISSOLUTION

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

FIRST: The name of the corporation as currently filed with the Florida Department of State:
1195 Miami Gardens, Inc.

SECOND: The document number of the corporation (if known): P14000037734

THIRD: The date dissolution was authorized: July 16, 2014

Effective date of dissolution if applicable: July 16, 2014
(no more than 90 days after dissolution file date)

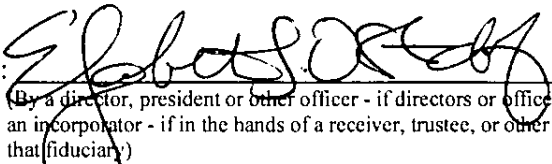
FOURTH: Adoption of Dissolution (CHECK ONE)

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

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

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

Elizabeth Ostendorf

(Typed or printed name of person signing)

Secretary

(Title of person signing)

Filing Fee: \$35

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 TALLAHASSEE, FLORIDA

UNANIMOUS CONSENT TO ACTION WITHOUT A MEETING
BY
THE SOLE SHAREHOLDER
AND
THE SOLE DIRECTOR
OF
1195 MIAMI GARDENS, INC.

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TALLAHASSEE, FLORIDA

This joint resolution by unanimous consent to action without meeting ("Resolution") is taken pursuant to Section 607.1402 of the Florida Statutes and by the Bylaws of 1195 Miami Gardens, Inc. (the "Corporation"). Any and all notice and other requirements and formalities of a meeting are hereby waived.

WHEREAS:

- A. First-Citizens Bank & Trust Company (the "Bank") established the Corporation as a wholly-owned subsidiary for the purpose of holding title to one or more real estate assets acquired in connection with debts previously contracted ("ORE");
- B. The assets held by the Corporation have been sold, transferred, or otherwise disposed of prior to the termination of the Corporation;
- C. The Officers, Director, and sole shareholder of the Corporation are aware of no claims or liabilities which exist or are reasonably likely to exist against the Corporation;
- D. The Director and sole shareholder wish to promptly wind down, dissolve and terminate the Corporation; and
- E. On April 29, 2014, the Board of Directors of the Bank adopted a resolution authorizing the Chairman, Vice Chairman, or President of the Bank to vote, in the name and on behalf of the Bank, and in such manner as he or she considers to be in the Bank's best interest, all of the outstanding shares of stock and membership interests owned by the Bank in any of its subsidiaries (including those organized or acquired during the ensuing year) at any meetings of shareholders or members or by written consents without a meeting on any and all such matters as shall be presented for action by the sole shareholder or member of each such subsidiary.

NOW, THEREFORE, IT IS HEREBY RESOLVED as follows:

- 1. The sole director of the Corporation hereby proposes and recommends to the sole shareholder the winding up, dissolution and termination of the Corporation;
- 2. The sole shareholder of the Corporation hereby approves the winding up, dissolution and termination of the Corporation;
- 3. The Officers, Director, and such persons as they each shall designate, acting independently and without the consent of the others, are hereby authorized to wind up,

dissolve and terminate the Corporation, including the filing of Articles of Dissolution and Articles of Termination in accordance with Section 607.1402 of the Florida Statutes and all other applicable law;

4. The Officers, Director, and such persons as they each shall designate, acting independently and without the consent of the others, are hereby authorized to take such actions as they deem appropriate, reasonable or advisable to effect the purposes and intents of this Resolution; and
5. Believing that no outstanding liabilities exist or are reasonably likely to become known, no provision shall be made for subsequent claims or other liabilities.

[Signature page follows]

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This Resolution is executed by the sole director and the sole shareholder of the Corporation, and these actions are effective, on July 16, 2014.

THE BOARD OF DIRECTORS

Edward L. Willingham, IV
Edward L. Willingham, IV, Sole Director

FIRST-CITIZENS BANK & TRUST COMPANY
as Sole Shareholder

By: Edward L. Willingham, IV
Edward L. Willingham, IV, President of
First-Citizens Bank & Trust Company

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