

S36387

## Florida Department of State

Division of Corporations

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## DISSOLUTION

FAIRWAY BOCA, INC.

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**ARTICLES OF DISSOLUTION FOR  
FAIRWAY BOCA, INC.**

Pursuant to Section 607.1403, Florida Statutes, the undersigned corporation, Fairway Boca, Inc. (the "Corporation"), a Florida corporation, hereby submits the following for the purpose of dissolving the Corporation:

FIRST: The name of the Corporation is: Fairway Boca, Inc.

SECOND: The date dissolution was authorized: October 3, 2000

THIRD: Adoption of Dissolution:

The dissolution was approved by the sole shareholder of the Corporation by written consent dated October 3, 2000, which is sufficient for approval of the dissolution of the Corporation.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed on behalf of the Corporation as of October 3, 2000.



Name: R. P. Doyle  
Title: Director & Vice-President

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**EXHIBIT A****PLAN OF COMPLETE  
LIQUIDATION AND DISSOLUTION**

This Plan of Complete Liquidation and Dissolution (the "Plan") of Fairway Boca, Inc. (the "Corporation"), a Florida corporation, is intended to effectuate the liquidation (including making adequate provisions for the liabilities of the Corporation) and dissolution of the Corporation.

1. **Approval of Plan.** This Plan shall be effective upon receiving the consent of the sole shareholder of the Corporation.

2. **Execution of the Plan.** Upon the Plan being approved and consented to pursuant to paragraph 1, the Corporation shall be deemed to:

- (a) **Tax-Related Documents.** Authorize and direct its officers to execute and file all forms, certificates, papers and any other documents as may be required by local, state and/or federal tax agencies before the Corporation may be dissolved.
- (b) **Liquidation.** Authorize and direct its officers to sell, exchange, or otherwise dispose of or reduce to cash all of the assets, properties or rights of the Corporation exclusive of any assets to be distributed in kind, pro rata, to the sole shareholder of the Corporation.
- (c) **Provision for Obligations.** Authorize and direct its officers to pay or make provision for the payment of all obligations and liabilities of the Corporation, including local, state and federal tax liabilities. The officers shall also ascertain the extent of any contingent liabilities, if any, and where deemed necessary make provision for a reserve to ensure payment for such contingent liabilities.
- (d) **Distribution of Assets.** Authorize and direct its officers to make distributions to the sole shareholder of the assets of the Corporation either in kind or the proceeds resulting from the sale or other disposition of its assets, and/or rights in complete cancellation or redemption of all outstanding stock of the Corporation. Such distributions are to be made only from such assets, properties and rights of the Corporation as remain after provision has been made to pay all of the liabilities of the Corporation, including any reserve established to meet contingent liabilities.

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- (e) Withdrawal from Other Jurisdictions. Authorize and direct its officers to withdraw the Corporation from all jurisdictions in which it is qualified to do business.

The liquidation shall be completed within the one (1) year period following the adoption of the Plan of Liquidation.

3. Authorization of All Necessary Acts. The directors and officers of the Corporation are further authorized and directed to adopt all resolutions, execute and file all certificates, documents, forms and papers, and to take all other actions they deem necessary or desirable for the purposes of carrying out this Plan and effecting the complete liquidation of the Corporation's assets, winding up its business and affairs and effecting its dissolution.

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