

218129

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**DISSOLUTION OR WITHDRAWAL
EDGEWATER APARTMENTS CORPORATION**

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**ARTICLES OF DISSOLUTION
OF
EDGEWATER APARTMENTS CORP.**

The undersigned, being the President of Edgewater Apartments Corp., a Florida corporation (the "Corporation"), pursuant to Section 607.1403 of the Florida Statutes, does hereby certify these Articles of Dissolution.

1. **Name:**

The name of the Corporation is: Edgewater Apartments Corporation

2. **Document Number:**

The document number of the corporation is: 218129

3. **Date Authorized:**

Dissolution was authorized on November 15, 2012.

4. **Adoption of Dissolution:**

The dissolution was authorized and approved by the written consent of the sole shareholder and the directors of the Corporation, which written consent for dissolution was sufficient for approval. See attached Written Consent to Action and Plan of Complete Liquidation.

5. **Effective Date:**

The effective date of dissolution shall be the date of the filing of these Articles of Dissolution with the Florida Department of State.

Executed this 26th day of November, 2012.

By: 

Name: Pablo Buscaglia

Title: President

CONSENT TO ACTION BY
THE SOLE SHAREHOLDER AND DIRECTORS OF
EDGEWATER APARTMENTS CORPORATION

The undersigned, being the sole Shareholder and all of the Directors of Edgewater Apartments Corporation, a corporation duly organized and existing under the laws of the State of Florida (the "Company"), do hereby consent to and take the following action in lieu of a meeting of Shareholders and a meeting of Directors of the Company, to have the same effect as actions taken at duly called meetings of the Shareholders and Directors at which all Shareholders and Directors were present and voting.

WHEREAS, the sole Shareholder and the Directors of Company believe it to be in the best interest of Company that the Company be completely liquidated and dissolved,

NOW THEREFORE, be it:

RESOLVED, the sole Shareholder and Directors approve, authorize and consent to the complete liquidation and dissolution of the Company in accordance with the provisions of Section 607.1403 of the Florida Statutes, as amended and as provided in the Plan of Complete Liquidation attached hereto as Exhibit "A" (the "Plan") and incorporated herein;

FURTHER RESOLVED, the sole Shareholder and the Directors hereby acknowledge that the Shareholder of the Company holds 100% of the total issued and outstanding stock of the Company; and

FURTHER RESOLVED, that Carlos Cattaneo, as President of the Company, be hereby fully authorized to execute any document on behalf of Company to effectuate the complete liquidation of Company and the distribution of the assets of the Company to its Shareholder; and

FURTHER RESOLVED, the Carlos Cattaneo, as President of the Company, shall perform all acts necessary for Company to timely comply with the attached Plan of Complete Liquidation.

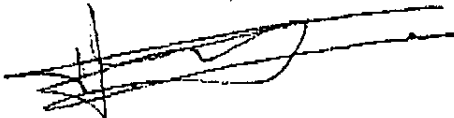
IN WITNESS WHEREOF, the sole Shareholder and the Directors of the Company have caused this Consent to Action to be executed with an effective date of November 15, 2012

[Signatures Page to Follow]

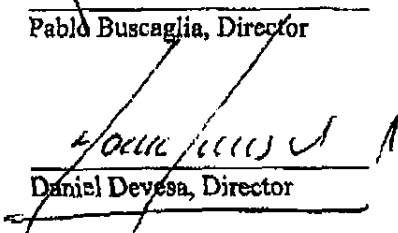
*[Signatures Page to Consent to Action by Shareholder and Directors of Edgewater
Apartments Corporation]*



Carlos Cattaneo, Director



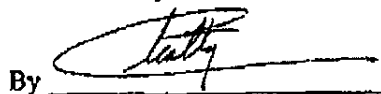
Pablo Buscaglia, Director



Daniel Devesa, Director

**North Bay Harbor View, LLC, a Florida
limited liability company, its sole shareholder**

**By: Star of the Sea Investments, LLC,
a Florida limited liability company,
its sole manager**



**By
Name: Carlos Cattaneo
Title: Manager**

EXHIBIT "A"

PLAN OF COMPLETE LIQUIDATION FOR
EDGEWATER APARTMENTS CORPORATION

THIS PLAN OF COMPLETE LIQUIDATION (the "Plan") is effective as of November 14, 2012, and is attached as Exhibit "A" to the Consent to Action by the sole Shareholder and the Directors (the "Action") of Edgewater Apartments Corporation, a Florida corporation (the "Company") and made a part thereof.

1. Company shall be completely liquidated in accordance with the provisions of Section 607.1403 of the Florida Statutes ("Statutes") and this Plan of Complete Liquidation.

2. North Bay Harbour View, LLC, a Florida limited liability company (the "Shareholder") hereby acknowledges that it is the owner of stock in Company which: (a) possesses 100% of the total voting power of stock of Company; and (b) has a value of equal to 100% of the total value of stock of Company.

3. Pursuant to this Plan:

a. The Company's Directors have taken all reasonable steps to pay all corporate debt, taxes and other obligations or set up a reserve for the payment of Company's debts, taxes and other obligations.

b. The Company shall make distributions of all of the cash, other property and real property, rights to property, and rights of Company in complete cancellation (or redemption) of all of Shareholder's issued and outstanding stock in Company, namely, the real property described below shall be transferred to Shareholder pursuant to this liquidation:

Lots 25 and 26, Block 4, of Bay Harbour Island, according to the Plat thereof, recorded in Plat Book 46, Page 5, of the Public Records of Miami-Dade County.

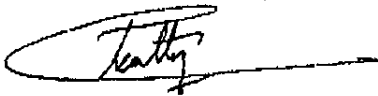
4. All of the liquidating distributions (described in paragraph 3.b.) shall be completed within three (3) years after the close of the taxable year in which the first liquidating distribution is paid to the Shareholder. The first liquidating distribution shall be made during calendar year 2012.

5. As soon as the first liquidating distribution has been paid, the Company will cease to be a going concern and its activities will be limited to winding up its affairs, paying its debts, distributing its remaining assets to its Shareholder, and dissolving.

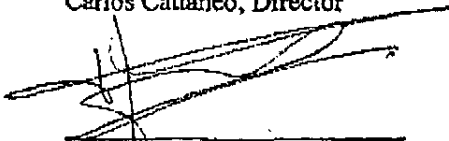
6. Company will retain no assets following its final liquidating distribution.

7. Company shall dissolve in accordance with Florida law as soon as practicable after the final liquidating distribution.

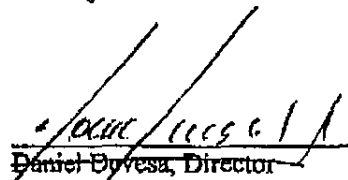
*[Signatures Page to Plan of Complete Liquidation for
Edgewater Apartments Corporation]*



Carlos Cattaneo, Director



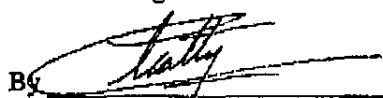
Pablo Buscaglia, Director



Daniel Dovesa, Director

North Bay Harbor View, LLC, a Florida
limited liability company, its sole shareholder

By: Star of the Sea Investments, LLC,
a Florida limited liability company,
its sole manager



Name: Carlos Cattaneo

Title: Manager