

251653

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

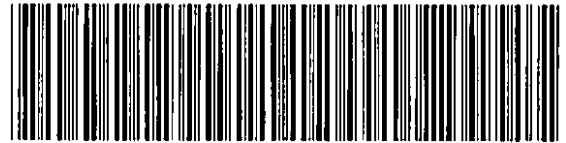
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J HORNE
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23 AUG 25 AM 11
CLERK OF COURT
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Premium Assignment Corporation - Articles of Dissolution and Withdrawal

DOCUMENT NUMBER: 251653

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

Please return all correspondence concerning this matter to the following:

Joshua M. Ellwanger

(Name of Contact Person)

IPFS Corporation

(Firm/Company)

1055 Broadway, 11th Floor

(Address)

Kansas City, MO 64105

(City/State and Zip Code)

For further information concerning this matter, please call:

Michael Winkler

816-627-0596

(Name of Contact Person)

(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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

FILED
23 AUG 25 AM 11
CLERK OF THE COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

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:
Premium Assignment Corporation

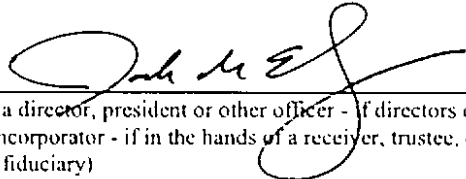
SECOND: The document number of the corporation (if known): 251653

THIRD: The date dissolution was authorized: August 1, 2023

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.

FOURTH: Dissolution was approved by the shareholders, in the manner required by this chapter and the articles of incorporation.

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)

Joshua M. Ellwanger
(Typed or printed name of person signing)

Secretary
(Title of person signing)

Filing Fee: \$35

**WRITTEN CONSENT
OF THE SOLE SHAREHOLDER
OF
PREMIUM ASSIGNMENT CORPORATION**

The undersigned, being the sole shareholder (the "**Shareholder**") of Premium Assignment Corporation, a Florida corporation (the "**Corporation**"), acting by written consent without a meeting pursuant to §607.0704 of Florida Statutes (the "**Statute**"), hereby adopts the following resolutions to dissolve the Corporation.

WHEREAS, the undersigned Shareholder deems it advisable and in the best interests of the Corporation that the Corporation be dissolved.

NOW THEREFORE LET IT BE:

RESOLVED, that the undersigned Shareholder approves and authorizes the dissolution of the Corporation in accordance with the Plan of Dissolution attached as Exhibit A (the "**Plan**").

RESOLVED, that the directors of the Corporation (the "**Directors**") are authorized and directed to carry out the winding up of the Corporation, including sales of corporate assets, payment of claims, distribution of assets, and any other actions as necessary and reasonable for the intended winding up and dissolution of the Corporation in accordance with the Plan.

RESOLVED, that the officers of the Corporation (the "**Officers**") are authorized and directed to wind up the Corporation for dissolution in accordance with the attached Plan including, but not limited to, preparing the certificate of election to wind up and dissolve, if necessary, and the certificate of dissolution pursuant to and in conformity with the Statute, causing such certificates to be filed with the Florida Secretary of State, doing all other things necessary or convenient to effectuate the winding up and dissolution of the Corporation, and taking such steps as may be necessary or convenient to carry these resolutions into effect, including making such amendments or modifications to the Plan as the Officers deem necessary to carry out the purposes of these resolutions.

RESOLVED, that the Directors and Officers of the Corporation are authorized and directed to perform such acts and execute any and all forms, reports, and returns required by any federal, state, or local government in connection with or by reason of the winding up and dissolution of the Corporation, including Internal Revenue Service Form 966 and any and all other forms, reports, and returns as are deemed necessary on behalf of the Corporation and according to the Plan throughout the winding up.

The undersigned directs that this Written Consent be filed with the minutes of the proceedings of the shareholders of the Corporation.

This written consent may be signed or otherwise transmitted electronically, and each such copy shall be deemed an original.

[Signature Page Follows]

The undersigned has duly executed this Written Consent as of August 1, 2023.

SOLE SHAREHOLDER:

IPFS CORPORATION

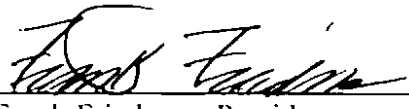
By: 
Frank Friedman, President

EXHIBIT A
PLAN OF DISSOLUTION

See attached.

A PLAN OF DISSOLUTION OF PREMIUM ASSIGNMENT CORPORATION

This Plan of Dissolution (the "**Plan**"), dated as of August 1, 2023 (the "**Plan Date**"), is intended to accomplish the dissolution and winding up of Premium Assignment Corporation, a Florida corporation (the "**Corporation**"), in accordance with §607.1402, *et seq.* of Florida Statutes (the "**Statute**").

1. **Approval and Adoption of Plan.** The shareholder of the Corporation (the "**Shareholder**") of the Corporation took action by written consent in lieu of a meeting on August 1, 2023 (the "**Adoption Date**") and approved dissolution of the Corporation and adopted the Plan.

2. **General Authorization.** The directors of the Corporation (the "**Directors**") are authorized, as of the Adoption Date, without further action by the Shareholder, to do and perform or cause the officers of the Corporation (the "**Officers**"), to do and perform any and all acts, and to make, execute, deliver, or adopt any and all agreements, resolutions, conveyances, certificates, and other documents of every kind that are deemed necessary, appropriate, or desirable, in the absolute discretion of the Directors, to implement the winding up of the business and affairs of the Corporation according to the Plan, including, but not limited to:

- a. Collecting all debts.
- b. Selling all or substantially all of the assets of the Corporation.
- c. Paying all expenses incurred in connection with the implementation of the Plan, including, but not limited to, any consulting, professional, and other fees and expenses of persons or entities providing services to the Corporation.
- d. Satisfying, settling, or rejecting all liabilities, debts, or obligations of the Corporation whether by payment or by making adequate provisions for payments.
- e. Prosecuting and defending actions or proceedings by or against the Corporation.
- f. Distributing assets of the Corporation to the Shareholder to the fullest extent permitted by the Statute.
- g. Filing all final tax returns, making final payments, and closing any tax accounts or obligations required by any state or federal law or regulation to effect the winding up of the Corporation's business and affairs and the dissolution of the Corporation, including, but not limited to, filing Internal Revenue Service ("**IRS**") Form 966, the certificate of election to wind up and dissolve, if required, and the certificate of dissolution.

3. **Indemnification.** The Corporation shall continue to indemnify its Officers, Directors, and employees in accordance with its articles of incorporation, bylaws, any contractual arrangements, and its existing directors' and officers' liability insurance policy, for acts and omissions in connection with the implementation of the Plan and the winding up of the business and affairs of the Corporation.

4. Cessation of Business Activities. The Corporation shall cease carrying on its business after the Adoption Date except during such period as the Directors deem necessary to preserve the Corporation's goodwill or going-concern value pending a sale of all or part of the Corporation's business or assets or both, and except as necessary to wind up the Corporation's business and affairs in accordance with the Plan.

5. Filing of Tax Forms. The Corporation shall file final returns, pay final obligations, and close all tax accounts as listed below. The Corporation shall, if required, file:

a. IRS Form 966 with the IRS not later than 30 days following the Adoption Date. If the Corporation amends the Plan, it shall file an additional Form 966 within 30 days of the amendment.

b. Other tax filings with the IRS, the State of Florida, or any other state in which the Corporation transacts business including, without limitation, sales tax, payroll tax, workers' compensation, unemployment, or franchise tax.

6. Notice of Winding Up. The Corporation shall send or cause to be sent written notice of dissolution and the winding up to be sent by mail to each known creditor and claimant whose addresses appear on the records of the Corporation. Such notice shall comply with the requirements of the Statute.

7. Settling Known Claims. The Corporation shall proceed to collect its assets, dispose of its properties, and settle known claims as they are received or reject them accordingly. If the properties and assets of the Corporation are not sufficient to pay, satisfy, or discharge all of the Corporation's debts, liabilities, and obligations, the Corporation shall apply its properties and assets to the maximum extent possible to the payment, satisfaction, or discharge of its debts, liabilities, and obligations or shall make adequate provision for such application.

8. Plan of Distribution.

a. On and after the Adoption Date, the Corporation shall liquidate the Corporation's assets in accordance with the terms of the Plan and the Statute. This action by and on behalf of the Corporation shall not require further approval by the Directors or Shareholder and may include efforts such as:

i. Undertaking all reasonable efforts to collect on assets of the Corporation, including taking such actions necessary to collect any amounts due to the Corporation by a third party, a Shareholder, an employee, or a Director.

ii. Selling all or substantially all of the Corporation's assets.

iii. Disposing of any property of the Corporation that is not to be distributed in kind to the Shareholder.

b. On and after the Adoption Date, the Corporation shall make adequate provision, by payment or otherwise, for all of the Corporation's existing and reasonably foreseeable debts, liabilities, and obligations, whether or not liquidated, matured, asserted, or contingent.

c. The Corporation shall distribute the remainder of any assets, either in cash or in kind, to the Shareholder. Distributions to the Shareholder shall be made only as permitted and in the manner required by the Statute.

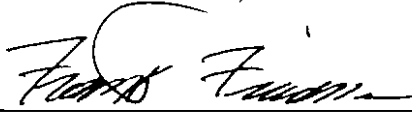
c. Subject to the foregoing, the Corporation has discretion in determining the manner and timing in which the distributions are to be completed. Distributions pursuant to the Plan or any other requirements of the Statute may occur at a single time or be undertaken in a series of transactions over time. Unless otherwise provided herein, the distributions may be in cash or in assets or in combination thereof. The Corporation has absolute discretion to make such distributions in such amounts and at such time or times as it determines.

9. **Articles of Dissolution and Effective Date.** The Corporation shall prepare and file the Articles of Dissolution with the Florida Secretary of State in accordance with the Statute after completing the winding up process. The Corporation shall be dissolved on the recorded date of filing of the Articles of Dissolution by the Secretary of State (the "**Effective Date**").

IN WITNESS HEREOF, the Corporation has approved dissolution and adopted this plan of complete liquidation and dissolution by the following signature as of the Plan Date listed above.

Date: 8/1/23

IPFS CORPORATION, sole shareholder

By: 
Frank Friedman, President