

393434

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

600002712796-2  
-12/15/98-01053-013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. A. N. WINICK properties, inc  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2.00

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit            |
| <input type="checkbox"/> | NonProfit         |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication     |
| <input type="checkbox"/> | Other             |

| AMENDMENTS                          |                                       |
|-------------------------------------|---------------------------------------|
| <input checked="" type="checkbox"/> | Amendment                             |
| <input type="checkbox"/>            | Resignation of R.A., Officer/Director |
| <input type="checkbox"/>            | Change of Registered Agent            |
| <input type="checkbox"/>            | Dissolution/Withdrawal                |
| <input type="checkbox"/>            | Merger                                |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
| <input type="checkbox"/>       | Foreign             |
| <input type="checkbox"/>       | Limited Partnership |
| <input type="checkbox"/>       | Reinstatement       |
| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

FILED  
98 DEC 15 AM 11:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
98 DEC 15 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Examiner's Initials

*See*  
12/17

ARTICLES OF DISSOLUTION

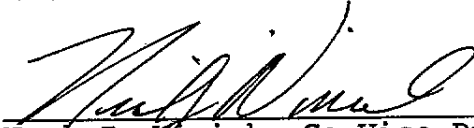
OF

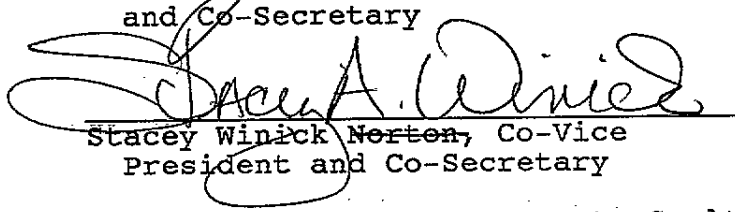
A. N. WINICK PROPERTIES, INC.

FILED  
98 DEC 15 AM 11:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to §607.1403, this Corporation submits the following  
Articles of Dissolution:

1. The name of the Corporation is A. N. WINICK PROPERTIES, INC., a Florida Corporation.
  2. The date of incorporation of the Corporation is January 3, 1972.
  3. The Corporation elected to dissolve by written consent of all of the Directors and Stockholders of the Corporation, which vote was sufficient for approval, on the 15th day of November, 1998, a copy of which is attached and made a part hereof.
  4. These Articles will be effective on filing.
- Dated this 1<sup>ST</sup> day of ~~November~~<sup>December</sup>, 1998.

  
Neal J. Winick, Co-Vice President  
and Co-Secretary

  
Stacey Winick Norton, Co-Vice  
President and Co-Secretary

(Corporate Seal)

STATE OF CALIFORNIA  
COUNTY OF Los Angeles

The foregoing instrument was acknowledged before me this 23<sup>rd</sup>  
day of November, 1998, by Neal J. Winick, as Co-Vice President and  
Co-Secretary of A. N. Winick Properties, Inc., a Florida  
corporation, on behalf of the Corporation. He is ✓ personally

known to me or \_\_\_\_ has produced a driver's license as identification and who did (did not) take an oath.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

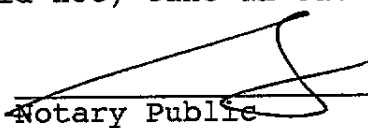
3/19/01



(NOTARY SEAL)

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 1<sup>ST</sup> day of ~~November~~ December, 1998, by Stacey Winick Norton, as Co-Vice President and Co-Secretary of A. N. Winick Properties, Inc., a Florida corporation, on behalf of the Corporation. She is \_\_\_\_ personally known to me or \_\_\_\_ has produced a driver's license as identification and who did (did not) take an oath.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

(NOTARY SEAL)



Gregory J. Ritter  
MY COMMISSION # CC499763 EXPIRES  
October 8, 1999  
BONDED THRU TROY FAIN INSURANCE, INC.

CONSENT IN LIEU OF SPECIAL MEETING  
OF THE  
STOCKHOLDERS AND BOARD OF DIRECTORS  
OF  
A. N. WINICK PROPERTIES, INC.

The undersigned, being all of the directors and stockholders of A. N. Winick Properties, Inc. (hereinafter referred to as the "Corporation") a corporation organized and existing under the laws of the State of Florida, pursuant to Florida Statutes §607.0821, 607.0704, do hereby consent to the following actions and adopt the following resolutions:

WHEREAS, Neal J. Winick, Elyse W. Craig, LaVergne Winick, Stacey Winick Norton and Randy Winick (the "Stockholders") are the owners of all of the issued and outstanding stock of the Corporation; and

WHEREAS, the Board of Directors and Stockholders of the Corporation have presented a proposal to sell the remaining assets of the Corporation to TBI/Palm Beach Limited Partnership, a Florida limited partnership and then to liquidate the Corporation by transferring its assets, subject to its liabilities, to the Corporation's Stockholders in cancellation of their stock; and

WHEREAS, the Corporation wishes to adopt a plan of complete liquidation pursuant to Section 331 of the Internal Revenue Code of 1986, as amended.

THEREFORE, IT IS:

RESOLVED, that the Corporation shall liquidate pursuant to the following Plan of Complete Liquidation (the "Plan") in accordance with Section 331 of the Internal Revenue Code of 1986, as amended

(the "Code") and the distribution made pursuant to the Plan shall be taxed as provided in such section of the Code.

#### PLAN OF COMPLETE LIQUIDATION

I. Plan of Liquidation. The Corporation shall cease operating as a going concern and its activities shall henceforth be for the purposes of winding up its affairs and paying its debts.

II. Transfer of Assets and Cancellation of Outstanding Stock. The Corporation's assets shall be distributed, subject to its liabilities, in cancellation of the stock owned by the Stockholders, as owners of all of the issued and outstanding stock of the Corporation.

III. Assumption of Debts. The assumption of all of the debts, obligations and liabilities of the Corporation by the remaining Stockholders shall constitute full and adequate provision for the payment of such debts, obligations and liabilities.

IV. Liquidation. Liquidation and dissolution of the Corporation shall be completed by December 15, 1998.

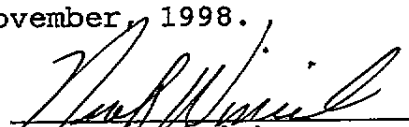
V. Dissolution. The co-vice presidents of the Corporation, namely Neal J. Winick and Stacey Winick Norton, shall proceed with the voluntary dissolution of the Corporation under the laws of the State of Florida at such time as they deem to be advisable but, nevertheless, no later than December 15, 1998.

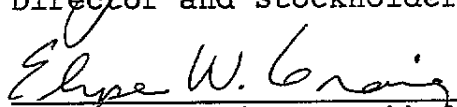
VI. Authorization to Execute and File Documents. The co-vice presidents of the Corporation are authorized, empowered and directed to execute and file all documents which they deem necessary or advisable to carry out the purposes and intentions of

the Plan, including Articles of Dissolution under the laws of the State of Florida in the form attached hereto as EXHIBIT "A", and information returns on Treasury Department Forms 966 or other applicable forms, together with income tax returns and information required by the applicable regulations.

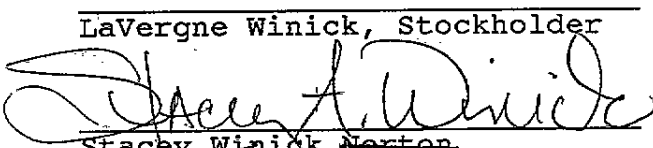
VII. Authorization of Necessary Acts. The co-vice presidents of the Corporation are authorized, empowered and directed to do any and all of the things in its name and behalf which they deem necessary or advisable in order to carry out the purposes and intentions of the Plan, and they shall be held harmless by the Corporation for any action under the Plan taken in good faith, and any expense or liability incurred by them shall be that of the Corporation.

DATED as of the 15th day of November, 1998.

  
\_\_\_\_\_  
Neal J. Winick  
Director and Stockholder

  
\_\_\_\_\_  
Elyse W. Craig, Stockholder

LaVergne Winick, Stockholder

  
\_\_\_\_\_  
Stacey Winick Norton  
Director and Stockholder

\_\_\_\_\_  
Randy Winick, Stockholder

applicable forms, together with income tax returns and information required by the applicable regulations.

VII. Authorization of Necessary Acts. The co-vice presidents of the Corporation are authorized, empowered and directed to do any and all of the things in its name and behalf which they deem necessary or advisable in order to carry out the purposes and intentions of the Plan, and they shall be held harmless by the Corporation for any action under the Plan taken in good faith, and any expense or liability incurred by them shall be that of the Corporation.

DATED as of the <sup>November 15</sup> ~~June 29~~, 1998.

\_\_\_\_\_  
Neal Winick  
Director and Stockholder

\_\_\_\_\_  
Elyse Winick  
Stockholder

\_\_\_\_\_  
LaVergne Winick  
Stockholder

\_\_\_\_\_  
Stacey Winick Norton  
Director and Stockholder

\_\_\_\_\_  
*Randy Winick*  
Randy Winick  
Stockholder

cs:\c\winick\consent

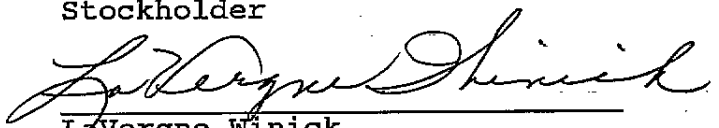
applicable forms, together with income tax returns and information required by the applicable regulations.

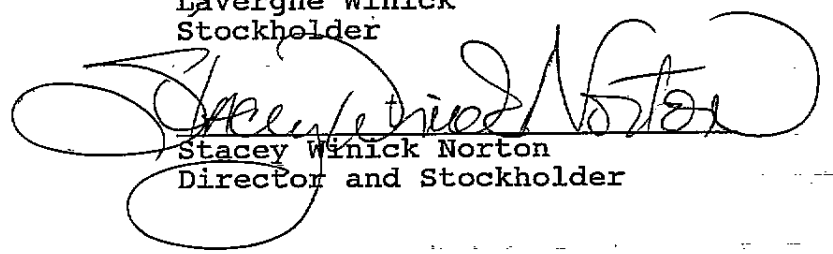
VII. Authorization of Necessary Acts. The co-vice presidents of the Corporation are authorized, empowered and directed to do any and all of the things in its name and behalf which they deem necessary or advisable in order to carry out the purposes and intentions of the Plan, and they shall be held harmless by the Corporation for any action under the Plan taken in good faith, and any expense or liability incurred by them shall be that of the Corporation.

DATED as of the <sup>November 15,</sup> ~~June 29,~~ 1998.

\_\_\_\_\_  
Neal Winick  
Director and Stockholder

\_\_\_\_\_  
Elyse Winick  
Stockholder

  
\_\_\_\_\_  
LaVergne Winick  
Stockholder

  
\_\_\_\_\_  
Stacey Winick Norton  
Director and Stockholder

\_\_\_\_\_  
Randy Winick  
Stockholder