

567851

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Date: **December 21, 2021**

Account#: 1200000000088

Name: **ERIC HOOD**

Reference #: **1554138**

Entity Name: **BRICKELL FINANCIAL SERVICES - MOTOR CLUB, INC.**

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☒ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other **CERTIFIED COPY**

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Authorized Amount: **\$43.75**

Signature: *Eric Hood*

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ARTICLES OF DISSOLUTION
OF
BRICKELL FINANCIAL SERVICES – MOTOR CLUB, INC.

Pursuant to Section 607.1403, Florida Statutes, **Brickell Financial Services – Motor Club, Inc.** (the "Corporation") hereby submits the following Articles of Dissolution:

- FIRST:** The name of the Corporation as currently filed with the Florida Department of State (the "Department") is **BRICKELL FINANCIAL SERVICES – MOTOR CLUB, INC.**
- SECOND:** The document number of the Corporation is 567851.
- THIRD:** The dissolution of the Corporation was approved on December 20, 2021 without action of the Corporation's board of directors by the execution of a written consent by the sole shareholder of the Corporation (in the manner permitted by Section 607.1402(6), Florida Statutes).
- FOURTH:** The dissolution of the Corporation shall become effective upon the later of: (i) the filing of the Articles of Dissolution with the Department, or (ii) at 12:01 AM on December 22, 2021. Further, following the filing by the Corporation of these Articles of Dissolution, all activities required to complete the winding up of the Corporation's affairs shall be completed by the "*Brickell Financial Services – Motor Club, Inc. Liquidating Trust*" (the "Trust"), which Trust has been formed to be the successor in dissolution of the Corporation and its wholly-owned subsidiary, Road America Motor Club, Inc., a Florida corporation ("Road America"), all in accordance with the provisions of Section 607.1403(3), Florida Statutes. As contemplated by that statutory section, all of the remaining assets and liabilities of the Corporation (including the remaining assets and liabilities of Road America, all of which have been transferred to the Corporation) have been transferred to the Trust, and the Trust, as the successor entity to the Corporation in dissolution, will take all necessary actions required to complete the winding up and liquidation of the dissolved Corporation's business and affairs. Following the dissolution, the Trust will have the powers and responsibilities to act as the successor to the Corporation as contemplated by Section 607.1403(3), Florida Statutes.
- FIFTH:** Immediately upon the filing of these Articles of Dissolution by the Corporation, the Corporation's existence shall terminate and the Corporation shall no longer be a Florida corporation with active status. The Corporation confirms that it will not revoke its dissolution as permitted under Section 607.1404, Florida Statutes.

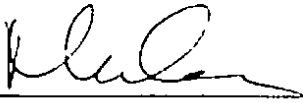
SIXTH: Service on the Trust, as the successor to the Corporation in dissolution, may be made by serving the Trust's agent for service of process listed below for any cause of action arising against the Corporation. The mailing address for the Trust's agent for service of process is as follows:

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

[Signature on Next Page]

IN WITNESS WHEREOF, these Articles of Dissolution have been executed by the Corporation on the 21st day of December, 2021.

**BRICKELL FINANCIAL SERVICES –
MOTOR CLUB, INC.**

By: 
Michael S. Sher
President and Chief Executive Officer