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592428

November 16, 2000

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32301

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\*\*\*\*\*43.75 \*\*\*\*\*43.75

RE: ARTICLES OF DISSOLUTION

To Whom It May Concern:

Enclosed herewith please find an original and one photocopy of the Articles of Dissolution of JOHN F. VAN LENNEP REAL PROPERTIES, INC.. Also enclosed is our firm's check in the amount of \$43.75 which represents: \$35.00 filing fee and \$8.75 certified copy fee.

If everything is in order, please file the Articles and return a certified copy to us at the earliest opportunity. Should you have any questions, or wish to discuss this matter further, please feel free to contact us.

Very truly yours,

*Kathleen H. Farnham*

KATHLEEN H. FARNHAM  
Legal Assistant

Encs.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF DISSOLUTION  
OF  
JOHN F. VAN LENNEP REAL PROPERTIES, INC.**

STATE OF FLORIDA                     )  
COUNTY OF PALM BEACH         )

We, the undersigned, President and Secretary of JOHN F. VAN LENNEP REAL PROPERTIES, INC., a stock corporation organized under the laws of the State of Florida, do hereby, for the purpose of complying with provisions of Section 607.1403, relation to the voluntary dissolution of corporations, make and attest to these Articles and attached thereto the resolution of the Board of Directors recommending that the corporation be dissolved together with the written consent of all shareholders of record entitled to vote at a special meeting for such purposes, and certify as follows:

1. The name of the corporation is JOHN F. VAN LENNEP REAL PROPERTIES, INC.
2. The dissolution of the corporation was authorized on October 20, 2000.
3. Dissolution of the corporation was approved by unanimous vote of the shareholders of the corporation and that number cast for dissolution was sufficient for approval.
4. Dissolution of the corporation was approved by the shareholders, but voting by voting groups was not required.
5. The names and respective addresses of its officers are:

JOHN F. VAN LENNEP	President	6888 Skyline Dr. Delray Beach, FL 33446
MARK A. PERRY	Vice-President	50 S.E. 4 <sup>th</sup> Avenue Delray Beach, FL 33483

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CLERK OF STATE  
TALLAHASSEE FLORIDA

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ELIZABETH VAN LENNEP	Secretary/Treasurer	6888 Skyline Dr. Delray Beach, FL 33446
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6. The names and respective addresses of its directors are as follows:

JOHN F. VAN LENNEP	President	6888 Skyline Dr. Delray Beach, FL 33446
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MARK A. PERRY	Vice-President	50 S.E. 4 <sup>th</sup> Avenue Delray Beach, FL 33483
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ELIZABETH VAN LENNEP	Secretary/Treasurer	6888 Skyline Dr. Delray Beach, FL 33446
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7. All liabilities and obligations of the corporation have been paid or discharged or adequate provision has been made therefor.
8. All the remaining property and the assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.
9. There are no actions pending against the corporation in any court or adequate provision has been made for the satisfaction of any judgment, order, or decree which may be entered against it in any pending action.
10. The corporation elected to dissolve pursuant to Chapter 607 F.S., with the Board of Directors adopting a resolution recommending the corporation be dissolved with a certified copy of the plan of liquidation being attached as Exhibit "A" and that such plan of liquidation was adopted by all of the shareholders of record entitled to vote at a meeting of the shareholders by unanimous consent to corporate action with copies being attached as Exhibit "B" and it further being stated that the following is a list of shareholders of record entitled to vote as of the date of adoption of the plan of liquidation:

SHAREHOLDER

NUMBER OF CLASS A SHARES HELD

John F. Van Lennep  
Elizabeth Van Lennep

925  
75

IN WITNESS WHEREOF, we have made and executed these Articles of Dissolution  
this 20 day of October, 2000.

By: John F. Van Lennep  
John F. Van Lennep, President

(Corporate Seal)

Attest: Elizabeth Van Lennep  
Elizabeth Van Lennep, Secretary

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME personally appeared John F. Van Lennep and Elizabeth Van Lennep, to me well known and known to me to be the individual(s) described in and who executed the foregoing instrument as President and Secretary of the above named corporation, and severally acknowledged to and before me that they executed such instrument as President and Secretary, respectively, of said corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said corporation.

WITNESS my hand and official seal this 20 day of October, 2000.

Mark Perry  
Notary Public, State of Florida  
My Commission Expires:



**EXHIBIT "A"**

**JOHN F. VAN LENNEP REAL PROPERTIES, INC.**

**CERTIFIED COPY OF PLAN OF LIQUIDATION**

I, JOHN F. VAN LENNEP, certify that I am the President of JOHN F. VAN LENNEP REAL PROPERTIES, INC., a Florida corporation; that the following is a true and complete copy of a Plan of Liquidation duly adopted by said corporation effective December 31, 2000; and that the said Plan of Liquidation is in full force and effect at the date hereof:

RESOLVED that this corporation hereby adopted a Plan of Liquidation on the following terms:

1. The corporation shall be dissolved effective December 31, 2000, pursuant to the provisions of the Florida general Corporation Act.
2. All debts, liabilities and claims have been paid by the corporation and there are no outstanding debts, liabilities or claims going against the corporation. In the event it is necessary prior to the effective dissolution date, John F. Van Lennep, President of the corporation is authorized in its name and on its behalf to pay any unknown debts and liabilities of the corporation to settle and compromise any claims against the corporation, to receive payment of, settle or compromise any debts to or make other claims of the corporation or to make other provisions for any of the foregoing.
3. All assets of the corporation have been sold but should there be any unknown assets that need to be sold or liquidated, John F. Van Lennep as President of the corporation shall be, and he hereby is, authorized to sell or otherwise liquidate any and all of the properties and assets of the corporation which in his judgment should be sold or liquidated to facilitate liquidation of the corporation.
4. After payment or provision for payment of all debts and liabilities of the corporation, all assets of the corporation shall promptly be distributed pro rata to its shareholders on or before December 31, 2000.
5. The corporation shall file Treasury Department Form 966 and a certified copy of this Resolution with the Internal Revenue Service.
6. The corporation shall file a Certificate of Dissolution with the Florida Secretary of State, Division of Corporations.
7. John Van Lennep, as President of the corporation is authorized in its name

and on its behalf, to execute, acknowledge, deliver and file all documents, and to take all actions, that may be necessary or appropriate to dissolve the corporation.

8. The actions provided for in this Resolution providing for the complete liquidation and the distribution of the corporation's assets shall be commenced as soon as practicable, and such assets shall be distributed and the dissolution be completed as soon as practicable, but in no event later than December 31, 2000.

IN WITNESS WHEREOF, I have hereunto set my hand as President of John F. Van Lennep Real Properties, Inc.. this 20 day of October, 2000.

JOHN F. VAN LENNEP REAL PROPERTIES, INC.

By: John F. Van Lennep  
JOHN F. VAN LENNEP, President

Attest: Elizabeth Van Lennep  
ELIZABETH VAN LENNEP, Secretary

**EXHIBIT "B"**

**UNANIMOUS CONSENT TO CORPORATE ACTION**


The undersigned being all the shareholders of the corporation, JOHN F. VAN LENNEP REAL PROPERTIES, INC., a Florida corporation, hereby consent in writing to and cause the corporation to take the following corporate action effective December 31, 2000:

RESOLVED, that this corporation hereby adopts a Plan of Liquidation on the following terms:

1. The corporation shall be dissolved effective December 31, 2000, pursuant to the provisions of the Florida General Corporation Act.
2. All debts, liabilities and claims have been paid by the corporation and there are no outstanding debts, liabilities or claims going against the corporation. In the event it is necessary prior to the effective dissolution date, John F. Van Lennep, President of the corporation is authorized in its name and on its behalf to pay any unknown debts and liabilities of the corporation to settle and compromise any claims against the corporation, to receive payment of, settle or compromise any debts to or make other claims of the corporation or to make other provisions for any of the foregoing.
3. All assets of the corporation have been sold but should there be any unknown assets that need to be sold or liquidated, John F. Van Lennep as President of the corporation shall be, and he hereby is, authorized to sell or otherwise liquidate any and all of the properties and assets of the corporation which in his judgment should be sold or liquidated to facilitate liquidation of the corporation.
4. After payment or provision for payment of all debts and liabilities of the corporation, all assets of the corporation shall promptly be distributed pro rata to its shareholders on or before December 31, 2000.
5. The corporation shall file Treasury Department Form 966 and a certified copy of this Resolution with the Internal Revenue Service.
6. The corporation shall file a Certificate of Dissolution with the Florida Secretary of State, Division of Corporations.
7. John F. Van Lennep, as President of the corporation is authorized in its name and on its behalf, to execute, acknowledge, deliver and file all documents, and to take all actions, that may be necessary or appropriate to dissolve the corporation.
8. The actions provided for in this Resolution providing for the complete liquidation and

the distribution of the corporation's assets shall be commenced as soon as practicable, and such assets shall be distributed and the dissolution be completed as soon as practicable, but in no event later than December 31, 2000.

Dated: October 20, 2000

  
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JOHN F. VAN LENNEP, Director and  
President

  
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ELIZABETH VAN LENNEP, Secretary/Treasurer