

705744

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

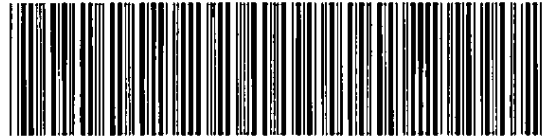
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TALLAHASSEE, FLORIDA

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 923818 8097919

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : August 7, 2023

ORDER TIME : 2:41 PM

ORDER NO. : 923818-005

CUSTOMER NO: 8097919

DOMESTIC FILINGS

NAME: PARK PLACE CLUB OF NAPLES,
INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Eyliena Baker - EXT#

EXAMINER'S INITIALS: _____

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ARTICLES OF DISSOLUTION
OF
PARK PLACE CLUB OF NAPLES, INC.

Pursuant to the provisions of Section 617.1403, Florida Statutes, PARK PLACE CLUB OF NAPLES, INC., a Florida corporation not-for-profit organized and existing under the laws of the State of Florida (the "Company"), under document number 705744 filed in the office of the Secretary of State on June 10, 1963, being the Articles of Incorporation, which were amended and restated in their entirety by those certain Amended and Restated Articles of Incorporation filed February 5, 2004 (collectively the "Articles of Incorporation"), hereby files the following articles of dissolution for the purpose of dissolving the Company:

1. The name of the Company is Park Place Club of Naples, Inc.
2. The Company has been a residential cooperative apartment complex owner, which has sold the cooperative property and buildings formerly owned by it, and has ceased all operations other than the customary wind up of the Company's affairs and distribution of all remaining cash to its members pursuant to the Company's Plan of Distribution (adopted by the Company's Board of Directors), in the ordinary course of business thereof.
3. The effective date of the dissolution of the Company is the date of filing of these Articles of Dissolution.
4. The dissolution of the Company was ordered by written authorizations of all of the members of the Company in accordance with Florida Statutes 617.0701, the governing instruments of the Company and applicable law.
5. The undersigned, being the duly elected and acting President of Park Place Club of Naples, Inc., hereby certifies that these Articles of Dissolution were unanimously approved by all five (5) members of the Board of Directors of the Company by Written Consent on July 31st, 2023 after due notice, in accordance with the requirements of the Articles of Incorporation and Chapters 617 and 719 of the Florida Statutes, and that said unanimous written consent of the Board of Directors of the Company is sufficient to approve dissolution of the Company.
6. All debts, obligations and liabilities of the Company have been paid or discharged, or adequate provision has been made therefore pursuant to Section 617.1406, Florida Statutes.
7. All remaining property and assets of the Company have been or are being distributed to the members of the Company in accordance with said members' rights and interests under the Articles of Incorporation and Bylaws of the Company.
8. There are no suits pending against the Company in any court.

IN WITNESS WHEREOF, the undersigned President of the Company has duly executed these Articles of Dissolution this 7/15/2023 day of July, 2023.

PARK PLACE CLUB OF NAPLES, INC.,
a Florida non-profit corporation

By: DocuSigned by:
Albert E. Hilditch Jr.
FA3B4091-9E10-47A7-82A0-5C777BE04CDA
Albert E. Hilditch, Jr., President

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**UNANIMOUS WRITTEN CONSENT
OF
MEMBERS OF BOARD OF DIRECTORS
OF
PARK PLACE CLUB OF NAPLES, INC., a Florida corporation not-for-profit**

The undersigned, being all of the Directors (collectively, the "Directors") constituting the Board of Directors of PARK PLACE CLUB OF NAPLES, INC., a Florida corporation not-for-profit (the "Club") hereby Directors waive all notice whatsoever of taking this action by means of written consent in lieu of a meeting and of any adjournments thereof that may be required by law or the Bylaws of said Club, and unanimously consent in writing, pursuant to Section 617.0821, Florida Statutes pertaining to Florida not for profit corporations, to the adoption of the following resolutions:

WHEREAS, on May 30, 2023, the Club has sold and conveyed all rights, title and interest as the seller under that certain Agreement for Purchase and Sale (undated) having an Effective Date of February 3, 2023 (the "Contract") to BCC-GOLUB, LLC, a Florida limited liability company (the "Original Buyer"), as assigned by the Original Buyer to 2020 Gulf Shore, LLC, a Delaware limited liability company (the "Buyer"), in and to the real property formerly owned by the Club consisting of all of the cooperative apartment buildings of the Club, and any personal property of the Club located at 2020 Gulf Shore Blvd. North, Naples, FL 34102, said property being described with more particularity in the Contract and being situated in Collier County, Florida, on the following described real estate (the "Property"):

Lot 7, Block R, THE MOORINGS, Unit No. 2, according to the plat thereof recorded in Plat Book 3, Pages 83 and 84, Public Records of Collier County, Florida.

NOW, THEREFORE, BE IT RESOLVED, that that the Directors in their respective capacities as the sole Directors of the Club hereby unanimously consent to and approve of the termination of the Club as a corporate entity, fully concluding and winding up the business affairs of the Club, and dissolving the Club as an entity, and do hereby approve and adopt the following resolutions in addition thereto:

RESOLVED, that Articles of Dissolution of the Club in the form of Exhibit "A" attached hereto be and are hereby approved and ratified in all respects; and further be it

RESOLVED, that the Club shall be dissolved pursuant to Florida statutes and such Articles of Dissolution as of the date of filing of the Articles of Dissolution with the Secretary of State; and further be it

RESOLVED, that all documents or agreements signed, or other actions taken by Albert E. Hilditch, Jr., the President of the Club, aforesaid authorized officer with respect to, and in furtherance of carrying out the resolutions adopted hereby are hereby ratified and approved as if such documents, agreements or actions had been previously approved by these resolutions

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RESOLVED FURTHER, that the President of the Club is authorized to take any further actions necessary or desirable in connection with the dissolution and liquidation of the Club, including distribution of any remaining assets to the creditors or Members of the Club pursuant to the Club's Bylaws and applicable law.

IN WITNESS WHEREOF, the undersigned have unanimously executed this Written Consent effective as of the 7/15/2023 day of July, 2023.

DIRECTORS:

DocuSigned by:
Albert E. Hilditch Jr.
836487A8CCED4D8
Albert E. Hilditch, Jr., Director and President

DocuSigned by:
R C Wise
884F1E382B3D48E
Randall Wise, Director

DocuSigned by:
Rose H McBride
4052347A8689413
Rose McBride, Director and Secretary

DocuSigned by:
Stephen M. Mandia
44C9DF80F7DC47E
Steve Mandia, Director

DocuSigned by:
John Doolittle
3A987CE2DDCA4ED
John Doolittle, Director

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**PLAN OF DISTRIBUTION
OF ASSETS OF
PARK PLACE OF NAPLES, INC.,
a Florida non-profit cooperative association**

The Board of Directors of Park Place of Naples, Inc., a Florida non-profit cooperative association (the "Club") has adopted, pursuant to Florida Statutes Section 617.1406, and in accordance with the Articles of Incorporation and ByLaws of the Club, the following as its Plan of Distribution of Assets of the Club effective as of July 31st, 2023 (the "Plan"):

- (a) all liabilities and obligations of the Club have been prior to the date hereof, or shall be, paid and discharged, or adequate provisions be made therefor;
- (b) as of the date of the Plan, there are no assets held by the Club requiring return, transfer, or conveyance, all physical assets having been sold to a purchase of the entire property of the Club on May 30, 2023;
- (c) as of the date of the Plan, there are no assets that have been received or held by the Club subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, and accordingly there is nothing to be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the dissolving Club;
- (d) as of the date of the Plan, there are no other assets to be distributed in accordance with the provisions of the articles of incorporation or the bylaws except for cash from insurance and FEMA proceeds, refunds from the Club's prior property management company, all of which shall be distributed to the members of the Club according to their respective percentage shares as set forth in the ByLaws of the Club; and
- (e) any remaining assets that may be received by the Club or its Board of Directors as trustees in dissolution after the date of the Plan, shall be distributed to such persons, trusts, societies, organizations, or domestic or foreign corporations, whether for profit or not for profit, as specified in the articles and/or bylaws of the Club, with priority being given to members of the Club in their respective percentage shares as set forth in the ByLaws of the Club.

A copy of this Plan of Distribution of Assets, authenticated below by the President of the Club and containing the President's certificate of compliance with the requirements of Florida Statutes Section 617.1406 subsection (2) as set out shall be filed with the requisite office of the Florida Department of State.

[CERTIFICATE OF COMPLIANCE FOLLOWS ON NEXT PAGE]

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CERTIFICATE OF COMPLIANCE
with Florida Statutes Section 617.1406(2)

The undersigned hereby certifies under penalty of perjury that the foregoing Plan of Distribution of Assets of Park Place Of Naples, Inc., a Florida non-profit cooperative association, has been properly adopted by the affirmative written consent of the Board of Directors thereof pursuant to Florida Statutes Section 617.1406, and in accordance with the Articles of Incorporation and ByLaws of the Club.

DocuSigned by:

Albert E. Hilditch Jr.

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Albert E. Hilditch, Jr., as President of
Park Place Club of Naples, Inc., a Florida not
for profit corporation

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[Signature]