

748959

Florida Department of State

Division of Corporations
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To:

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Fax Number : (850) 922-4000

From:

Account Name : JEFFREY E. LEHRMAN, ESQ. P.C.
Account Number : I19980000071
Phone : (305) 460-4447
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DIVISION OF CORPORATIONS

DISSOLUTION

YOGA INSTITUTE OF MIAMI, INC.

Certificate of Status	0
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Page Count	01
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H00000066780 8

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 26, 2000

YOGA INSTITUTE OF MIAMI, INC.
6551 SW 76 ST
MIAMI, FL 33143US

SUBJECT: YOGA INSTITUTE OF MIAMI, INC.
REF: 748959

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The name and title of the person signing the document must be noted beneath or opposite the signature.

Please attach a copy of the resolution to the Articles of Dissolution as mentioned in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000066780
Letter Number: 400A00064330

RECEIVED
01 APR -4 PM 1:16
DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF DISSOLUTION OF NOT FOR PROFIT CORPORATION

1. The name of the corporation is **YOGA INSTITUTE OF MIAMI, INC.**
2. The names and addresses of the members of the Board of Trustees are:

**BARBARA GOLDIN
6551 SW 76 STREET
MIAMI, FL 33143**

**KEITH GOLDIN
10063 SW 77TH COURT
MIAMI, FL**

**KANDY LOVE
15951 MC GREGOR BOULEVARD
FORT MYERS, FL**

**TIMOTHY DOWNEY
6551 SW 76TH STREET
MIAMI, FL 33143**

3. The address of its office is:

**9350 S DADELAND BOULEVARD
SUITE 207
MIAMI, FL 33156**

4. All debts obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.

5. All the remaining property and assets of the corporation have been distributed in accordance with the Articles and By-laws of the corporation.

6. 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 the partnership in any pending action).

7. An executed copy of the written consent to dissolve by the Board of Trustees is attached. Such written consent has been signed by all Members of the corporation.

FILED
01 APR -4 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A copy of the resolution to dissolve effective December 31, 2000, is attached. That resolution was adopted by The Board of Trustees of the corporation on the 8th day of December, 2000.

DATED THIS 8th day of December, 2000.

Members of the Board of Trustees:

Barbara Goldin
BARBARA GOLDIN, CHAIRMAN

Keith Goldin
KEITH GOLDIN

Kandy Love
KANDY LOVE

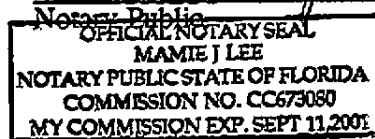
Timothy Downey
TIMOTHY DOWNEY

State of Florida
County of Miami-Dade

Before me personally appeared Barbara Goldin and she acknowledged before me that she executed the foregoing Articles of Dissolution.

In Witness Whereof I have hereunto set my hand and seal on this 8 day of December, 2000.

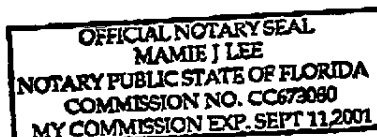
State of Florida
County of Miami-Dade



Before me personally appeared Keith Goldin and he acknowledged before me that he executed the foregoing Articles of Dissolution.

In Witness Whereof I have hereunto set my hand and seal on this 8 day of December, 2000.

Mamie J. Lee
Notary Public

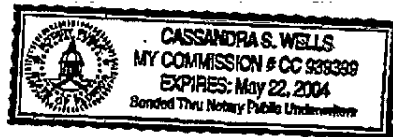


H00000066780 8

State of Florida
County of Miami-Dade

Before me personally appeared Kandy Love and she acknowledged before me that she executed the foregoing Articles of Dissolution.

In Witness Whereof I have hereunto set my hand and seal on this 04 day of
December, 2000.



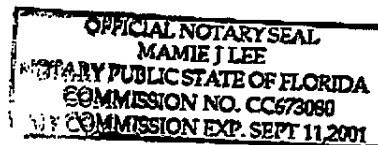
Cassandra S. Wells
Notary Public
Cassandra S. Wells

State of Florida
County of Miami-Dade

Before me personally appeared Timothy Downey and he acknowledged before me that he executed the foregoing Articles of Dissolution.

In Witness Whereof I have hereunto set my hand and seal on this 8 day of
December, 2000.

Mamie J. Lee
Notary Public



H00000066780 8

**WAIVER OF NOTICE OF SPECIAL
MEETING OF THE BOARD OF TRUSTEES OF
YOGA INSTITUTE OF MIAMI, INC.**

We, the undersigned, being the Members of the Board of Trustees of YOGA INSTITUTE OF MIAMI, INC., a Florida Not for Profit Corporation, hereby severally waive notice of the time, place and purpose of a special meeting of the Members of the Board of Trustees of the corporation and consent and agree that it be held at the offices of the corporation on the 8th day of December, 2000, at 1:00 p.m., of the purpose of discussing and adopting a proposed plan of liquidation and dissolution of the corporation effective December 31, 2000, and for the purpose of transacting any business which may come before the meeting.

Dated: this 8th day of December, 2000.

Barbara Goldin
Barbara Goldin, Member

Keith Goldin
Keith Goldin, Member

Kandy Love
Kandy Love, Member

Timothy Downey
Timothy Downey, Member

RATIFICATION OF MINUTES

We, the undersigned, being all of the Members of the Board of Trustees of Yoga Institute of Miami, Inc., a Florida Not for Profit Corporation, do hereby ratify, approve and confirm all that has occurred at the special meeting held on the 8th day of December, 2000, at the offices of the corporation, the minutes of which we have read and in signification of such approval, ratification, and confirmation and of our assent to all acts taken at said meeting, do hereby sign our names hereto.

Barbara Goldin
Barbara Goldin, Member

Keith Goldin
Keith Goldin, Member

Kandy Love
Kandy Love, Member

Timothy Downey
Timothy Downey, Member

**MINUTES OF THE SPECIAL MEETING
OF BOARD OF TRUSTEES OF
YOGA INSTITUTE OF MIAMI, INC.**

The members of the Board of Trustees of YOGA INSTITUTE OF MIAMI, INC., met at the offices of the corporation on the 24 day of December, 2000, at 1:00 O'Clock P.M. pursuant to a call of the meeting by the Members.

Present were all Members of the Board of Trustees.

Barbara Goldin presided as Chairman of the meeting.

The Chairman called the meeting to order and thereupon presented and read the Waiver of Notice to the meeting signed by all Members of the Board of Trustees of the corporation, which was ordered to be made part of the minutes of this meeting.

The Chairman announced that the purpose of the meeting was to discuss and act upon a proposal to adopt a plan of liquidation and dissolution of the corporation and to sell and/or distribute the principal assets of the corporation.

After discussion and review, the following resolutions were unanimously adopted by the Members.

BE IT RESOLVED AS FOLLOWS:

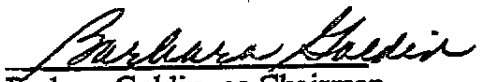
1. That in the judgment of the Members of the Board of Trustees of the corporation it is deemed advisable and for the benefit of the corporation that it be liquidated and dissolved effective December 21, 2000.
2. That a plan of liquidation be and it hereby is formulated to affect such liquidation and dissolution effective December 31, 2000, as hereinafter provided.
3. That the Members of the Board of Trustees are hereby authorized to file a copy of these resolutions and such certificates as may be necessary or required to dissolve this corporation with the Secretary of State of the State of Florida.
4. That the Members of the Board of Trustees are authorized to sell and otherwise liquidate any and all of the properties and assets of the corporation which in their judgment should be sold or liquidated to facilitate the liquidation of the corporation.
5. That the Members of the Board of Trustees of the corporation are hereby authorized to execute any and all deeds of conveyance, and any other documents that may be necessary to effectively transfer and convey such properties and assets, upon such terms and conditions as may be approved by the Members of the Board of Trustees.

6. That after effecting such sales and providing for the proper debts of the corporation, that any remaining assets of the corporation be distributed as provided in the Articles of Incorporation and By-laws of the corporation as soon as possible, but in no event later than the termination of a two (2) month period, commencing on the date of these resolutions.

7. That the Members of the Board of Trustees are authorized and directed to pay all such fees and taxes, and to do or cause to be done such acts and things as they may deem necessary or property in order to carry out the liquidation and dissolution of the corporation, and to fully effect the purposes of the foregoing resolutions.

8. That the Boards of the Trustees shall file all tax returns and forms with the District Director of Internal Revenue in Chamblee, Georgia, together with a certified copy of these resolutions as may be necessary and required.

There being no further business before the meeting, the meeting was duly adjourned.


Barbara Goldin, as Chairman