

756575

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

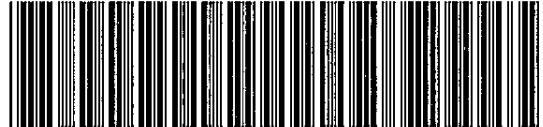
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Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

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FILED  
2005 JUN 21 PM 4:48  
CLERK OF STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
05 JUN 21 PM 4:10  
DIVISION OF CORPORATION

*dis.*

C. Coulllette JUN 22 2005

DEPARTMENT OF STATE  
ACCOUNT FILING COVER SHEET

Account Number FCA000000017

Reference:  
(Sub Account)

Date:

6/20/05

Requestor Name: Carlton Fields

Address: Post Office Drawer 190  
Tallahassee, Florida 32302

Telephone: (850) 224-1585

Contact Name: Kim Pullen, CLA (ext. 5261)

RECEIVED  
05 JUN 20 AM 10:59  
DEPT. OF STATE - ALBANY  
TALLAHASSEE, FLORIDA

Corporation Name:

Gemini Beach Owners  
Association, Inc

Entity Number:

756575

Authorization:

Kim Pullen

☐ Certified Copy

☐ New Filings

☐ Fictitious Name

☒ Plain Stamped Copy

☐ Amendments

☐ Certificate of Status

☐ Annual Report

☐ Registration

( X ) Call When Ready

( X ) Call if Problem

( ) After 4:30

( X ) Walk In

( ) Will Wait

( X ) Pick Up

CF Internal Use Only

Client: 50044 Matter: 23117

Name: Linda Burnette Office: TPA

(G. Christmann)

TAL#501656.1

EXHIBIT A

**ARTICLES OF DISSOLUTION  
OF  
GEMINI BEACH OWNERS ASSOCIATION, INC.**

FILED  
2005 JUN 21 PM 4:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1403 of the Florida Not For Profit Corporation Act ("Act"), Gemini Beach Owners Association, Inc., a Florida not for profit corporation ("Corporation"), hereby adopts the following Articles of Dissolution:

**ARTICLE I**

**Name**

The name of the Corporation is Gemini Beach Owners Association, Inc.

**ARTICLE II**

**Dissolution Authorized**

The board of directors of the Corporation duly approved and adopted the Articles of Dissolution on 4/27, 2005, by unanimous written consent of the three (3) directors then in office, in accordance with Section 617.0821 of the Act. The Corporation's sole member is not entitled to vote on dissolution of the Corporation, but has, in any event, rendered its consent to such dissolution. Accordingly, the Articles of Dissolution have been authorized by all appropriate action under the Act.

**ARTICLE III**

**Effective Date**

These Articles of Dissolution shall be effective on 4/27, 2005.

**IN WITNESS WHEREOF**, the undersigned Corporation, through its President, has executed these Articles of Dissolution this 27<sup>th</sup> day of April, 2005.

**GEMINI BEACH OWNERS  
ASSOCIATION, INC.**

By: 

H. J. Royall, Jr., President

**UNANIMOUS WRITTEN CONSENT OF  
BOARD OF DIRECTORS OF  
GEMINI BEACH OWNERS ASSOCIATION, INC.**

Pursuant to Section 617.0821 of the Florida Not For Profit Corporation Act, the undersigned, being all of the directors of Gemini Beach Owners Association, Inc., a Florida not-for-profit corporation ("Corporation"), do hereby take the following actions by unanimous written consent in lieu of holding a special meeting, effective on the date set forth below, and do hereby waive any and all notice requirements for and pertaining to such meeting as may have otherwise been required under Chapter 718, Florida Statutes:

1. The board of directors of the Corporation ("Board of Directors") hereby unanimously approves, authorizes, and adopts the Articles of Dissolution of the Corporation attached hereto as Exhibit A ("Articles of Dissolution") and hereby made a part of this Written Consent.

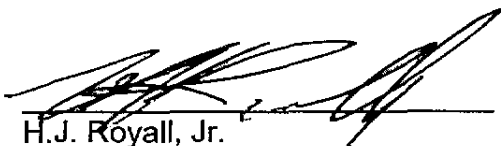
2. The Board of Directors hereby approves, authorizes, and adopts the Plan of Distribution of Assets attached hereto as Exhibit B and hereby made a part of this Written Consent.

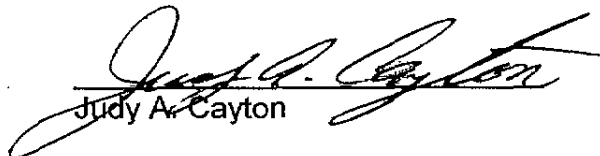
3. The Board of Directors hereby authorizes and directs the President of the Corporation to execute the Articles of Dissolution on behalf of the Corporation and to file the same with the Florida Department of State.

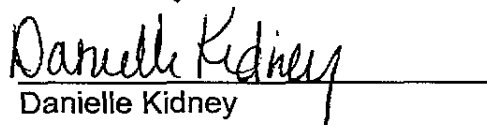
4. The Board of Directors hereby authorizes and directs the proper officers of the Corporation to do or cause to be done any and all such acts and things and to execute and deliver any and all such documents and papers as, with the advice of counsel, any of them shall deem necessary or appropriate to carry into effect the full intent and purpose of dissolving the Corporation.

Dated effective as of the 27<sup>th</sup> day of April, 2005.

**DIRECTORS' SIGNATURES:**

  
H.J. Royall, Jr.

  
Judy A. Cayton

  
Danielle Kidney

**WRITTEN CONSENT OF SOLE MEMBER OF  
GEMINI BEACH OWNERS ASSOCIATION, INC.**

Emerald Beach Resort, L.L.C., a Florida limited liability company, being the owner of 100% of the units in Gemini Beach, A Condominium, hereby waives any and all notice requirements for a meeting of the Board of Directors of Gemini Beach Owners Association, Inc., and declares its consent to the actions taken by such Board of Directors to dissolve such corporation.

Dated effective as of the 27<sup>th</sup> day of April,  
2005.

**EMERALD BEACH RESORT, L.L.C.,**  
a Florida limited liability company

By: 

H.J. Royall, Jr., Manager

EXHIBIT B

**PLAN OF DISTRIBUTION OF ASSETS OF  
GEMINI BEACH OWNERS ASSOCIATION, INC.**

**WHEREAS**, it is deemed advisable and in the best interests of Gemini Beach Owners Association, Inc., a Florida not for profit corporation ("Corporation"), to wind up the affairs of the Corporation and to completely dissolve the Corporation in accordance with Section 617.1402 of the Florida Not For Profit Corporation Act ("Act");

**NOW, THEREFORE**, the Corporation adopts the following plan of distribution of assets ("Plan");

1. The board of directors of the Corporation ("Board of Directors") shall pay or make provision for the payment of all the lawful debts and liabilities of the Corporation.
2. The Board of Directors shall effect the return, transfer, or conveyance of any assets held by the Corporation on condition that requires the return, transfer, or conveyance, upon the dissolution of the Corporation.
3. The Board of Directors shall transfer or convey any assets received and held by the Corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon condition requiring their return, transfer, or conveyance by reason of the dissolution, to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in charitable, religious, eleemosynary, benevolent, educational, or similar activities.
4. Other assets, if any, shall be distributed in accordance with the provisions of the Articles of Incorporation or the Bylaws to the extent that the Articles of Incorporation or the Bylaws determine the distributive rights of members, or any class or classes of members, or provide for distribution to others.
5. The officers of the Corporation are authorized and directed to perform such other acts and deeds necessary or desirable to effectuate the Plan, including, without limitation, the execution of any contracts, deeds, bills of sale, or any other legal instruments or documents necessary or desirable to effectuate this Plan.
6. Upon distribution of all of the assets of the Corporation in complete dissolution, the officers of the Corporation shall instruct the Corporation's accountants to close the books of the Corporation and to prepare and file a final federal income tax return for the Corporation.

**CERTIFICATE OF SECRETARY OF  
GEMINI BEACH OWNERS ASSOCIATION, INC.**

On this 27<sup>th</sup> day of April, 2005, the undersigned, as Secretary of Gemini Beach Owners Association, Inc., a Florida not for profit corporation, hereby certifies that attached hereto is a true and correct copy of the Plan of Distribution of Assets of Gemini Beach Owners Association, Inc., that was adopted by its directors as of April 27<sup>th</sup> 2005.

Danielle Kidney  
Danielle Kidney, Secretary