

A02000001598

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

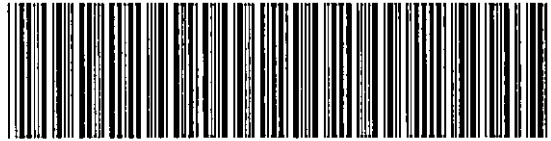
(Document Number)

Certified Copies _____ Certificates of Status _____

2/15/21

Special Instructions to Filing Officer:

Office Use Only



900355945239

12/04/20--01034--015 **52.50

2/15/21

2/15/21

2/15/21

Certificate
or
Dissolution
w/notice

2021 FEB 15 PM 8:00

LAW OFFICES
BLACKBURN & COMPANY, L.C.

5150 BELFORT ROAD, SOUTH
BUILDING 500
JACKSONVILLE, FLORIDA 32256

DENNIS L. BLACKBURN

TELEPHONE: 904-296-7713
FACSIMILE: 904-296-7716
FACSIMILE: 904-493-0384
EMAIL: dlb@blackburnco.com

November 30, 2020

Florida Department of State
Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street
Tallahassee, Florida 32303

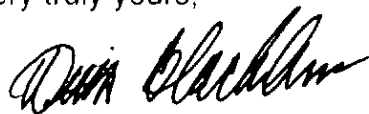
Re: Certificate of Dissolution with Notice for TPH Acquisition, LLLP

Dear Sir or Madam:

Enclosed for filing are the original of the Certificate of Dissolution with Notice of Dissolution attached for TPH Acquisition, LLC (Florida Document #A02000001598), and the Agreement and Plan of Liquidation and Dissolution.

If you have any questions concerning this filing, please contact me.

Very truly yours,



Dennis L. Blackburn

DLB:jh
Enclosures

c: Mr. David Honig (via email w/o enclosures)

VIA FEDERAL EXPRESS

RECEIVED
DEC 01 2020

LAW OFFICES
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December 3, 2020

Florida Department of State
Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street
Tallahassee, Florida 32303

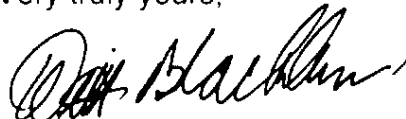
Re: Statement of Termination for TPH Acquisition, LLLP

Dear Sir or Madam:

Enclosed for filing are the original of the Statement of Termination for TPH Acquisition, LLC (Florida Document #A02000001598). Also enclosed is our check in the amount of \$52.50 in payment of the filing fee for this filing.

If you have any questions concerning this filing, please contact me.

Very truly yours,



Dennis L. Blackburn

DLB:jh
Enclosures

c: Mr. David Honig (via email w/o enclosures)

VIA FEDERAL EXPRESS

LAW OFFICES
BLACKBURN & COMPANY, L.C.
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December 3, 2020

Florida Department of State
Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street
Tallahassee, Florida 32303

Re: Filing Fee for Certificate of Dissolution / TPH Acquisition, LLLP

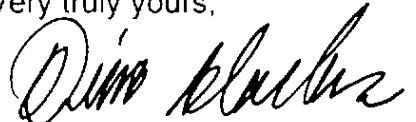
Dear Sir or Madam:

We submitted the Certificate of Dissolution with Notice of Dissolution for TPH Acquisition, LLC (Florida Document #A02000001598). The package was delivered to your office yesterday via FedEx.

However, we did not include our check for the filing fee in the package. Enclosed is our check in the amount of \$52.50 in payment of the filing fee for this filing.

If you have any questions concerning this filing, please contact me.

Very truly yours,



Dennis L. Blackburn

DLB:jh
Enclosure

VIA FEDERAL EXPRESS

LAW OFFICES
BLACKBURN & COMPANY, L.C.
5150 BELFORT ROAD, SOUTH
BUILDING 500
JACKSONVILLE, FLORIDA 32256

DENNIS L. BLACKBURN

TELEPHONE: 904-296-7713
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EMAIL: dlb@blackburnco.com

February 8, 2021

Florida Department of State
Division of Corporations
Attention: Ms. Susan Tallent,
Regulatory Specialist II
P.O. Box 6327
Tallahassee, Florida 32314

Re: Filing Fee for Certificate of Dissolution / TPH Acquisition, LLLP

Dear Ms. Tallent:

This is in response to your letter dated January 22, 2021, regarding the above referenced matter. A copy of your letter is enclosed for your reference. Your January 22 letter states that you did not receive a check for the filing fee for the Certificate of Dissolution with Notice of Dissolution for TPH Acquisition, LLC (Florida Document #A02000001598).

We submitted the Certificate of Dissolution on November 30, 2020. However, our package did not include the check for filing fee. On December 3, 2020, we sent a separate package via FedEx to your offices with a cover letter along with our check for the filing fees in the amount of \$52.50. A copy of our cover letter and a copy of the check is enclosed. We have delivery confirmation from FedEx that the package with the letter and the check was received by the Florida Department of State on December 4, 2020. The check for the filing fees cleared my bank on December 9, 2020.

We have enclosed the Certificate of Dissolution that you had returned to me with your January 22 letter. Since we paid the filing fee for the Certificate of Dissolution, I would appreciate your filing the Certificate of Dissolution.

If you have any questions concerning this filing, please contact me.

Very truly yours,



Dennis L. Blackburn

DLB:jh
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 22, 2021

DENNIS L. BLACKBURN
5150 BELFORT ROAD, SOUTH BUILDING 500
JACKSONVILLE, FL 32256

SUBJECT: TPH ACQUISITION LLLP
Ref. Number: A02000001598

We have received your document for TPH ACQUISITION LLLP, however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check** or **money order** made payable to the Department of State for \$52.50.

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) 245-6050.

Susan Tallent
Regulatory Specialist II

Letter Number: 121A00001468

**CERTIFICATE OF DISSOLUTION
FOR**

TPH ACQUISITION, L.L.P.

(Name of Florida Limited Partnership or Limited Liability Limited Partnership)

Pursuant to the provisions of section 620.1203, Florida Statutes, this Florida limited partnership or limited liability limited partnership, whose certificate was filed with the Florida Department of State on 12/04/2002, assigned Florida document number A02000001598, hereby submits this Certificate of Dissolution.

FIRST: Reason for dissolution: (State why partnership is submitting dissolution)

Upon consent of the General Partner and the Limited Partners in accordance with the Agreement of

Limited Partnership and pursuant to Florida Statute Section 620.1801(1)(a).

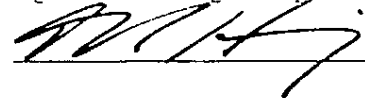
SECOND: ☒ A Notice of Dissolution is attached.
(Check box if attached.)

THIRD: Effective date, if other than the date of filing: same as date of filing.

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Signatures of each general partner or the person appointed pursuant to s. 620.1803(3) or (4), F.S.:



Filing Fee: \$52.50
Certified Copy (optional): \$52.50
Certificate of Status (optional): \$8.75

2021 FEB 15 PM 8:00

**NOTICE OF DISSOLUTION
FOR
FLORIDA LIMITED PARTNERSHIP
OR LIMITED LIABILITY LIMITED PARTNERSHIP**

This notice is submitted by the dissolved limited partnership or limited liability limited partnership named below or the successor entity for resolution of payment of unknown claims against this limited partnership or limited liability limited partnership as provided in s. 620.1807, F.S.

This "*Notice of Dissolution*" is optional and is not required when filing a Certificate of Dissolution.

Name of Dissolved Limited Partnership or Limited Liability Limited Partnership:
TPH ACQUISITION, LLLP

Description of information that must be included in a claim:

Include information describing name, address, telephone and email address of claimant, nature of claim,

amount of claim and date claim arose

Mailing address where claims can be sent: (Claims cannot be sent to the Florida Department of State.)

7907 Pine Lake Road

Jacksonville, FL 32256

A claim against the above named limited partnership or limited liability limited partnership will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of the notice.

Signature of a general partner or a principal of the successor entity:

David H. Honig as Manager of TPH Acquisition,
LLC as General Partner of TPH Acquisition, LLLP

Printed Name


Signature

Fee: No charge if included with Certificate of Dissolution. If filed separately, \$52.50.

AGREEMENT AND PLAN OF LIQUIDATION AND DISSOLUTION

AGREEMENT AND PLAN OF LIQUIDATION AND DISSOLUTION is made between TPH ACQUISITION LLLP, a Florida limited liability limited partnership (the "Partnership"), TPH ACQUISITION, LLC, a Florida limited liability company (the "General Partner"), and DAVID H. HONIG, individually and as Trustee of the David H. Honig Living Trust dated August 31, 2016, as amended, owner of a fifty-two percent (52%) limited partnership interest in the Partnership (the "Limited Partner"). The General Partner and the Limited Partner are hereinafter sometimes referred to herein as the "Partners". The Partners and the Partnership are hereinafter sometimes referred to herein as the "parties". Defined terms used in this Agreement without definition shall have the meaning as provided in the Partnership's Partnership Agreement dated as of December 5, 2002, as amended (the "Partnership Agreement").

WHEREAS, Section 9.1(b) of the Partnership Agreement provides that the Partnership shall be dissolved and liquidated upon written agreement of the General Partner and those Limited Partners holding at least a majority of the total Partnership Interests to dissolve and liquidate the Partnership; and

WHEREAS, the Partners wish to approve, authorize, and consent to the liquidation and voluntary dissolution of the Company in accordance with the Laws of the State of Florida;

NOW, THEREFORE, the parties hereby agree as follows:

1. The Partners approve, authorize, and consent to the liquidation and voluntary dissolution and termination of the Company, with such dissolution to be effected as of the effective date of the filing the Certificate of Dissolution with the Florida Division of Corporations ("Effective Date"), and in accordance with the plan of liquidation set forth in this Agreement.

2. The Partners hereby authorize the General Partner of this Company to file such documents with the Division of Corporations of the State of Florida as are necessary or appropriate (in the discretion of the General Partner) to effect the dissolution and termination of this Company as of the Effective Date.

3. In effecting the liquidation, dissolution and termination of this Company, and in anticipation of the completion of the liquidation and dissolution of the Company, the Company shall distribute to each of the Partners, on or before the filing of the Statement of Termination with the Florida Division of Corporations, the assets of the Company in accordance with Section 9.2 of the Partnership Agreement.

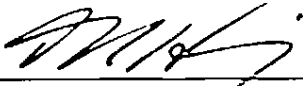
IN WITNESS WHEREOF, the Company and each of the Partners have caused this Agreement and Plan of Liquidation to be executed as of the day and year written below their signatures.

[Signatures on following page]

[Signature page to Agreement and Plan of Liquidation and Dissolution]

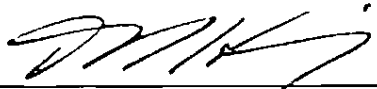
The Partnership:

By: TPH ACQUISITION, LLC
Its General Partner

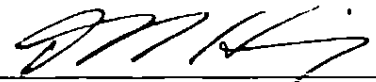
By: 
David H. Honig, Manager
Date: November 24, 2020

General Partner:

TPH ACQUISITION, LLC

By: 
DAVID H. HONIG, Manager
Date: November 24, 2020

Limited Partner:


DAVID H. HONIG, Individually and as
Trustee of the David H. Honig Living
Trust dated August 31, 2016, as
amended, owner of a fifty two percent
(52%) interest in the Partnership
Date: November 24, 2020