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(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

(Document Number)

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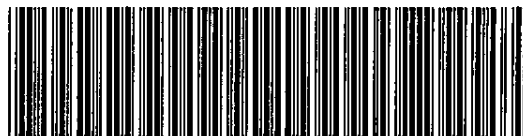
Special Instructions to Filing Officer:

L. SELLERS

FEB -4 2011

EXAMINER

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11 FEB -3 PM 3:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Kelly Land Holdings of NWF, Ltd.

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

The enclosed Certificate of Dissolution and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

William Scott Foster, Esquire

(Contact Person)

Anchors Smith Grimsley, P.L.C.

(Firm/Company)

909 Mar Walt Drive, Suite 1014

(Address)

Fort Walton Beach, FL 32547

(City, State and Zip Code)

For further information concerning this matter, please call:

William Scott Foster

(Name of Contact Person)

at (850)

863-4064

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$52.50 Filing Fee

☐ \$61.25 Filing Fee
and Certificate of
Status

☒ \$105.00 Filing Fee
and Certified Copy

☐ \$113.75 Filing Fee,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 6, 2011

WILLIAM SCOTT FOSTER ESQ
ANCHORS SMITH GRIMSLEY PLC
909 MAR WALT DRIVE, STE. 1014
FORT WALTON BEACH, FL 32547

SUBJECT: KELLY LAND HOLDINGS OF NWF, LTD.
Ref. Number: A03000000612

We have received your document for KELLY LAND HOLDINGS OF NWF, LTD. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date must be specific and cannot be prior to the date of filing.

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) 245-6967.

Leslie Sellers
Regulatory Specialist II

Letter Number: 411A00000588

**CERTIFICATE OF DISSOLUTION
FOR**

Kelly Land Holdings of NWF, Ltd.

(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 April 16, 2003, assigned Florida document number A03000000612, hereby submits this Certificate of Dissolution.

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

Mutual agreement of all partners (general and limited). See attached
Resolution authorizing the dissolution in question.

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

THIRD: Effective date, if other than the date of filing: ~~XXXXXXXXXXXX~~ February 15, 2011.

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

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

Kelly Land Holdings of NWF, Inc.

✓ James Marcus Kelly
By: James Marcus Kelly

James Marcus Kelly
James Marcus Kelly, individually

✓ Marcia Kaye Gausz
Marcia Kaye Gausz, individually

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

FILED
11 FEB -3 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF LIQUIDATION OF LIMITED PARTNERSHIP

[Unanimous Written Consent of all Partners of Kelly Land Holdings of NWF, Ltd.]

LIMITED PARTNERSHIP:
limited partnership

Kelly Land Holdings of NWF, Ltd., a Florida

DATE:

Effective for all purposes the 1st day of
January, 20 10

RKA
JMK

The undersigned, being all the Partners of the Limited Partnership, does hereby unanimously consent and approve the following resolutions, all effective as of the date set forth above:

RESOLVED, that the Limited Partnership shall be liquidated and dissolved in accordance with the following plan of complete liquidation (herein called the "Plan"):

1. James Marcus Kelly and Marcia Kaye Gausz as the general partners of Kelly Land Holdings, Ltd., a Florida limited partnership, (collectively the "General Partner", whether one or more) shall be authorized and empowered to sell or otherwise liquidate any and all of the assets of the Limited Partnership which in their judgment should be sold or liquidated to facilitate the liquidation of the Limited Partnership, which sale shall take place within twelve (12) months from the date hereof.

2. Prior to the final liquidation of the Limited Partnership:

(a) All then known debts, obligations and liabilities of the Limited Partnership which can then be paid shall be paid, or the payment thereof shall be provided for, all as soon as practicable. The term "debts, obligations and liabilities" shall include, but shall not be limited to, (i) expenses incident to the conduct and winding up of the business and affairs of the Limited Partnership, (ii) expenditures or allowances made or incurred incident to the sale, liquidation or distribution of the assets of the Limited Partnership, and (iii) attorneys' and accountants' expenses.

(b) After, and only after, paying or providing for the payment of said debts, liabilities and obligations, there shall be distributed, from time to time as determined and authorized by the General Partner of the Limited Partnership, the remaining assets of the Limited Partnership to the partners

✓ RKA
✓ JMK

of the Limited Partnership, in proportion to their respective interests in the Limited Partnership.

3. The General Partner shall be authorized and empowered to correct any defect or supply any omission in the Plan and reconcile any inconsistency or conflict in the Plan.

4. Upon the distribution of the remaining assets of the Limited Partnership pursuant to the Plan, the Limited Partnership shall be dissolved pursuant to the laws of the state in which the Limited Partnership was established.

5. The General Partner of the Limited Partnership shall be authorized, empowered and directed in the name and on behalf of the Limited Partnership, and under its corporate seal, where desired, to execute, attest, and deliver all contracts, conveyances, bills of sale, assignments, transfers, agreements, letters, notices, certificates, receipts, consents, releases and other instruments and documents deemed by them to be proper in carrying out the Plan and to do any and all such acts, deeds and things as they may deem necessary or appropriate to consummate any sale of any assets of the Limited Partnership, or to effectuate or carry out the Plan or to effect the dissolution of the Limited Partnership.

6. All action authorized above (including, but not limited to, the transfer of assets of the Limited Partnership and the payment of debts of the Limited Partnership) shall be strictly consistent with all the terms and provisions of that certain PARTNER MATTERS AND GOVERNANCE AGREEMENT dated effective for all purposes as of the 1st day of August, 2009 among Kelly Land Holdings of NWF, Inc., a Florida corporation, Kaye Gausz, L.C.C., a Florida limited liability company, Mark Kelley of FWB, L.C.C., a Florida limited liability company, Marcia Kaye Gausz, James Marcus Kelly, and the Limited Partnership.

7. The General Partner of the Limited Partnership shall be authorized, empowered and directed in the name and on behalf of the Limited Partnership to delegate to Kelly Land Holdings of NWF, Inc., the former general partner of the Limited Partnership, the right to exercise any of the rights, authorities, and powers given to the General Partner in the above resolutions, and in particular the right to dissolve the Limited Partnership under Florida law.

Executed effective for all purposes the 1st day of January, 2010.

Signed, sealed, and delivered
in the presence of:

Print Name: William Scott Foster

GENERAL AND LIMITED PARTNERS:

James Marcus Kelly
James Marcus Kelly

✓ JMK
✓ JMK

Desiree S. King
Print Name: Desiree S. King

William Scott Foster
Print Name: William Scott Foster

Desiree S. King
Print Name: Desiree S. King

Marcia Kaye Gausz
Marcia Kaye Gausz

FOMER GENERAL PARTNER:

Kelly Land Holdings of NWF, Inc., a Florida corporation

William Scott Foster
Print Name: William Scott Foster

Desiree S. King
Print Name: Desiree S. King

By: James M. Kelly
As its President

ATTEST:

Marcia Kaye Gausz
Its Secretary

RRY ✓
JMK ✓