

AI 000000769

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

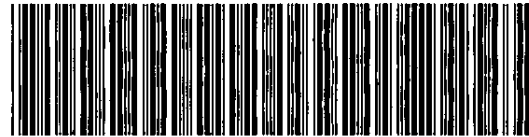
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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AI-769

JUN 19 2014  
F CLINE



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 11, 2014

AMANDA TERR  
BAKER & MCKENZIE LLP  
1111 BRICKELL AVENUE, SUITE 1700  
MIAMI, FL 33131

SUBJECT: FLORIDA PALMS CLUB US LP  
Ref. Number: A11000000769

We have received your document for FLORIDA PALMS CLUB US LP and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A Statement of Termination may be filed after the limited partnership or limited liability limited partnership has completed winding up and after a voluntary dissolution has been filed with this office. See section 620.1203(3), Florida Statutes for reference.

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) 245-6051.

Tammi Cline  
Regulatory Specialist II

Letter Number: 314A00012610

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JUN 11 2014

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Florida Palms Club US LP  
(Name of Florida Limited Partnership or Limited Liability Limited Partnership)

The enclosed Statement of Termination and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Amanda Terr  
(Contact Person)

Baker & McKenzie LLP  
(Firm/Company)

1111 Brickell Avenue, Suite 1700  
(Address)

Miami, FL 33131  
(City, State and Zip Code)

For further information concerning this matter, please call:

Bobby Moore at ( 305 ) 7898995  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |   |  |   |
|--|---|--|---|
| <input checked="" type="checkbox"/> \$52.50 Filing Fee | <input type="checkbox"/> \$61.25 Filing Fee<br>and Certificate of<br>Status | <input type="checkbox"/> \$105.00 Filing Fee<br>and Certified Copy | <input type="checkbox"/> \$113.75 Filing Fee,<br>Certified Copy, and<br>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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**STATEMENT OF TERMINATION  
FOR**

**Florida Palms Club US LP**

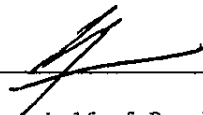
(Name of Florida Limited Partnership or Limited Liability Limited Partnership)

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 10/27/2011, hereby submits this Statement of Termination.

The limited partnership or limited liability limited partnership has completed winding up its affairs and wishes to file a statement of termination.

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

  
\_\_\_\_\_  
On behalf of Perella General Partner, Limited  
\_\_\_\_\_  
as general partner

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**UNANIMOUS WRITTEN CONSENT OF THE GENERAL PARTNER  
AND LIMITED PARTNERS  
TO ACTIONS TAKEN IN LIEU OF MEETING**

**FLORIDA PALMS CLUB US LIMITED PARTNERSHIP**

**RESOLVED**, that in the judgment of the general and limited partners (the "Partners") of the Florida Palms Club US Limited Partnership (the "Limited Partnership"), it is deemed advisable and in the best interest of the Limited Partnership that the Limited Partnership be dissolved since the Limited Partnership no longer has any assets; and

**FURTHER RESOLVED**, that the Limited Partnership has made provision for payments of all valid debts and its remaining assets, including cash and non-cash assets, were distributed to the Partners in accordance with the Limited Partnership's partnership agreement; and

**FURTHER RESOLVED**, that the Certificate of Dissolution and the Statement of Termination of the Limited Partnership (together, the "Termination Documents"), copies of which are attached hereto, are hereby approved by the Partners; and

**FURTHER RESOLVED**, that the general partner of the Limited Partnership (the "General Partner") is hereby authorized and directed to execute (a) the Termination Documents and to file the same with the Florida Secretary of State and (b) such other documents as may be necessary or desirable to effectuate the dissolution of the Limited Partnership and the liquidation of the Limited Partnership's assets; and

**FURTHER RESOLVED**, that the actions provided for in the foregoing resolutions in connection with the dissolution and termination of the Limited Partnership be commenced immediately upon approval by the Partners.

**FURTHER RESOLVED**, that the general partner of Limited Partnership is hereby authorized to enter into any agreements, signed any documents, certificates or instruments, and to take any other action or omit any other action which in its sole judgment is desirable to carry out the purposes of the foregoing resolutions.

**FURTHER RESOLVED**, that any actions which have heretofore been taken by any of the general partner or agents of the Limited Partnership to carry out the foregoing resolutions are hereby ratified and approved.

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SECRETARY OF STATE  
FLORIDA  
JUN 14 2014

**UNANIMOUS WRITTEN CONSENT OF THE GENERAL PARTNER  
AND LIMITED PARTNERS  
TO ACTIONS TAKEN IN LIEU OF MEETING**

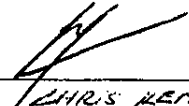
**FLORIDA PALMS CLUB US LIMITED PARTNERSHIP**

The undersigned, constituting all of the general partners and limited partners of Florida Palms Club US Limited Partnership, a Florida limited partnership, (the "Limited Partnership"), hereby waive all notice of time, place or purpose of meeting, and approve and consent to the matters set forth in the resolutions of the general and limited partners attached hereto and made a part hereof. The undersigned hereby direct that this Unanimous Written Consent be placed in the records of the Limited Partnership.

Date: April \_\_, 2014

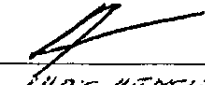
GENERAL PARTNER:

PERELLA GENERAL PARTNER LIMITED

By:   
Name: CHRIS KEMSLEY  
Title:

LIMITED PARTNERS:

PALMS CLUB UK LP

By:   
Name: CHRIS KEMSLEY  
Title:

  
CHRISTOPHER KEMSLEY

(Signatures Continue)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TIM MARSH

JAMES BLACK

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TALLAHASSEE, FLORIDA