

A93000001380

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14 JAN 28 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JAN 28 2014

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** PRAXIS OF DEERFIELD BEACH II, LTD.

**DOCUMENT NUMBER:** A930000001380

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

**Frank R Brady**

(Name of Contact Person)

**Brady & Brady PA**

(Firm/Company)

**350 Camino Gardens Blvd., Suite 300**

(Address)

**Boca Raton, FL 33432**

(City/State and Zip Code)

For further information concerning this matter, please call:

**Frank R Brady**

(Name of Contact Person)

at ( **561** ) **338-9256**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$35 Filing Fee    ☐ \$43.75 Filing Fee & Certificate of Status    ☒ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)    ☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

**MAILING ADDRESS:**

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

**STREET ADDRESS:**

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 16, 2014

FRANK R BRADY  
350 CAMINO GARDENS BLV D STE 300  
BOCA RATON, FL 33432

SUBJECT: PRAXIS OF DEERFIELD BEACH II, LTD.  
Ref. Number: A93000001380

We have received your document for PRAXIS OF DEERFIELD BEACH II, LTD. and your check(s) totaling \$43.75. 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) 245-6051.

Tim Burch  
Regulatory Specialist II

Letter Number: 914A00001139

**CERTIFICATE OF DISSOLUTION  
FOR**

Praxis of Deerfield Beach II, 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 12/17/02, assigned Florida document number A03000001380, hereby submits this Certificate of Dissolution.

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

sold all assets, and no longer doing business

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

**THIRD:** Effective date, if other than the 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.)

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

JAMES COLE

[Signature]

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

14 JAN 28 PM 2:54

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**Notice of Dissolution  
For Florida Limited Partnership or  
Limited Liability Limited Partnership**

This notice is submitted by the dissolved corporation named below for resolution of potential unknown claims against this corporation as provided in section 620.1807, Florida Statute.

This "*Notice of Corporate Dissolution*" is optional and is not required when filing a voluntary dissolution.

Name of Dissolved Limited Partnership or Limited Liability Limited Partnership:

PRAXIS OF DEERFIELD BEACH II, LTD.

A93-1380

Date of dissolution will be the date the dissolution is filed with the Department of State or as specified in the *Articles of Dissolution*.

Description of information that must be included in a claim:

Name, current address, telephone number and contact person of the claimant; an invoice or document evidencing the basis for the claim; the amount of the claim; a description of the nature of and basis for the claim; claimant's certification under oath, affirmation or declaration under penalty of perjury that the claim is valid, the original claim was tendered or submitted to the corporation prior to the corporation's dissolution and is unpaid, and other information described in the Corporation's Plan of Complete Liquidation and Wind-up of Business Affairs on file with the Florida Division of Corporations.

Mailing address where claims can be sent: (claims cannot be sent to the Division of Corporations)

PRAXIS OF DEERFIELD BEACH II, LTD.

3105 W. Scenic Drive

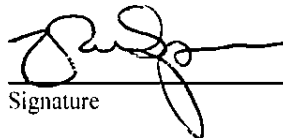
Danielsville PA 18038

A claim against the above named limited partnership will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice with the Florida Division of Corporations

Signature of general partner or principal of the successor entity:

Valerie Spencer

printed name of person filing this notice



Signature

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

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14 JAN 28 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION OF  
PRAXIS OF DEERFIELD BEACH II, Ltd.

The undersigned, for the purpose of dissolving a limited partnership under and pursuant to section 620.1203 and 620.1801, Florida Statutes, hereby adopts the following Articles of Dissolution:

ARTICLE ONE

The name of this Limited Partnership as currently on file with the Florida Department of State is Praxis of Deerfield Beach II, Ltd. The document number of this Limited Partnership is A93000001380.

ARTICLE TWO

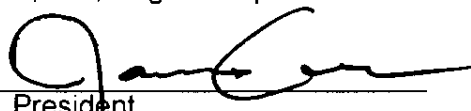
The dissolution of this Limited Partnership was authorized and consented to by its general and all limited partners.

ARTICLE THREE

The effective date of dissolution is September 30, 2013

IN WITNESS WHEREOF, the undersigned president of the general partner of the Limited Partnership has hereunto set his hand in accordance with the written direction to do so of the affirmative vote of the registered owners of all shares of stock of the general partner of the Limited Partnership issued and outstanding.

Praxis of Deerfield Beach II, Ltd.  
By LRH, Inc., its general partner

By:   
President

PLAN OF COMPLETE LIQUIDATION AND  
WIND-UP OF BUSINESS AFFAIRS

For the purpose of liquidating Praxis of Deerfield Beach II, Ltd., a Florida Limited Partnership (the "Limited Partnership"), under pursuant to section 620.1203 and 620.1801, Florida Statutes, the Limited Partnership adopts and shall follow the procedures prescribed by §§ 620.1803 through 620.1808 and 620.1813, Florida Statutes. A true and authentic copy of §§ 620.1803 thru 620.1808 and 620.1813, Florida Statutes is attached hereto and incorporated herein as the plan of liquidating the Limited Partnership.

West's F.S.A. § 620.1803

**C**

Effective: January 01, 2006

West's Florida Statutes Annotated Currentness

Title XXXVI. Business Organizations (Chapters 606-623)

Chapter 620. Partnership Laws (Refs &amp; Annos)

Part I. Florida Revised Uniform Limited Partnership Act of 2005 (Refs &amp; Annos)

**→ 620.1803. Winding up**

- (1) A limited partnership continues after dissolution only for the purpose of winding up its activities.
- (2) In winding up its activities, the limited partnership:
- (a) May preserve the limited partnership business or property as a going concern for a reasonable time, prosecute and defend actions and proceedings, whether civil, criminal, or administrative, transfer the limited partnership's property, settle disputes by mediation or arbitration, and perform other necessary acts.
  - (b) Shall discharge, make provision for, or otherwise address the limited partnership's liabilities, settle and close the limited partnership's activities, and marshal and distribute the assets of the partnership.
  - (c) May file a statement of termination as provided in s. 620.1203.
- (3) If a dissolved limited partnership does not have a general partner, a person to wind up the dissolved limited partnership's activities may be appointed by the consent of limited partners owning a majority of the rights to receive distributions as limited partners at the time the consent is to be effective. A person appointed under this subsection:
- (a) Has the powers of a general partner under s. 620.1804.
  - (b) Shall promptly amend the certificate of limited partnership to state:
    - 1. That the limited partnership does not have a general partner.
    - 2. The name of the person that has been appointed to wind up the limited partnership.
    - 3. The street and mailing address of the person.
- (4) On the application of any partner, the circuit court may order judicial supervision of the winding up, including the appointment of a person to wind up the dissolved limited partnership's activities, if:
- (a) A limited partnership does not have a general partner and within a reasonable time following the dissolution no person has been appointed pursuant to subsection (3); or
  - (b) The applicant establishes other good cause.

CREDIT(S)

West's F.S.A. § 620.1804

**C**

**Effective: January 01, 2006**

West's Florida Statutes Annotated Currentness

Title XXXVI. Business Organizations (Chapters 606-623)

Chapter 620. Partnership Laws (Ref's & Annos)

Part I. Florida Revised Uniform Limited Partnership Act of 2005 (Ref's & Annos)

**→ 620.1804. Power of general partner and person dissociated as general partner to bind partnership after dissolution**

(1) A limited partnership is bound by a general partner's act after dissolution which:

(a) Is appropriate for winding up the limited partnership's activities; or

(b) Would have bound the limited partnership under s. 620.1402 before dissolution, if, at the time the other party enters into the transaction, the other party does not have notice of the dissolution.

(2) A person dissociated as a general partner binds a limited partnership through an act occurring after dissolution if:

(a) At the time the other party enters into the transaction:

1. Less than 2 years have passed since the dissociation.

2. The other party does not have notice of the dissociation and reasonably believes that the person is a general partner.

(b) The act:

1. Is appropriate for winding up the limited partnership's activities; or

2. Would have bound the limited partnership under s. 620.1402 before dissolution and at the time the other party enters into the transaction the other party does not have notice of the dissolution.

CREDIT(S)

Added by Laws 2005, c. 2005-267, § 17, eff. Jan. 1, 2006.

West's F. S. A. § 620.1804, FL ST § 620.1804

Current through Ch. 272 (End) of the 2013

1st Reg. Sess. of the Twenty-Third Legislature

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END OF DOCUMENT

West's F.S.A. § 620.1805

**C**

**Effective: January 01, 2006**

West's Florida Statutes Annotated Currentness

Title XXXVI. Business Organizations (Chapters 606-623)

Chapter 620. Partnership Laws (Refs & Annos)

Part I. Florida Revised Uniform Limited Partnership Act of 2005 (Refs & Annos)

**→ 620.1805. Liability after dissolution of general partner and person dissociated as general partner to limited partnership, other general partners, and persons dissociated as general partner**

(1) If a general partner having knowledge of the dissolution causes a limited partnership to incur an obligation under s. 620.1804(1) by an act that is not appropriate for winding up the partnership's activities, the general partner is liable:

(a) To the limited partnership for any damage caused to the limited partnership arising from the obligation.

(b) If another general partner or a person dissociated as a general partner is liable for the obligation, to that other general partner or person for any damage caused to that other general partner or person arising from the liability.

(2) If a person dissociated as a general partner causes a limited partnership to incur an obligation under s. 620.1804(2), the person is liable:

(a) To the limited partnership for any damage caused to the limited partnership arising from the obligation.

(b) If a general partner or another person dissociated as a general partner is liable for the obligation, to the general partner or other person for any damage caused to the general partner or other person arising from the liability.

CREDIT(S)

Added by Laws 2005, c. 2005-267, § 17, eff. Jan. 1, 2006.

West's F. S. A. § 620.1805, FL ST § 620.1805

Current through Ch. 272 (End) of the 2013

1st Reg. Sess. of the Twenty-Third Legislature

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END OF DOCUMENT

West's F.S.A. § 620.1806

**C****Effective: January 01, 2006**

West's Florida Statutes Annotated Currentness

Title XXXVI. Business Organizations (Chapters 606-623)

Chapter 620. Partnership Laws (Refs &amp; Annos)

Part I. Florida Revised Uniform Limited Partnership Act of 2005 (Refs &amp; Annos)

**→ 620.1806. Known claims against dissolved limited partnership**

(1) A dissolved limited partnership or successor entity, as defined in subsection (14), may dispose of the known claims against it by following the procedure described in subsections (2), (3), and (4).

(2) A dissolved limited partnership or successor entity shall deliver to each of its known claimants written notice of the dissolution at any time after its effective date. The written notice shall:

(a) Provide a reasonable description of the claim that the claimant may be entitled to assert.

(b) State whether the claim is admitted or not admitted, in whole or in part, and, if admitted:

1. The amount that is admitted, which may be as of a given date.
2. Any interest obligation if fixed by an instrument of indebtedness.

(c) Provide a mailing address to which a claim may be sent.

(d) State the deadline, which may not be fewer than 120 days after the effective date of the written notice, by which confirmation of the claim must be delivered to the dissolved limited partnership or successor entity.

(e) State that the dissolved limited partnership or successor entity may make distributions thereafter to other claimants and to the partners or transferees of the limited partnership or persons interested as having been such without further notice.

(f) Unless the limited partnership has been throughout its existence a limited liability limited partnership, state that the barring of a claim against the limited partnership will also bar any corresponding claim against any general partner or person dissociated as a general partner which is based on s. 620.1404.

(3) A dissolved limited partnership or successor entity may reject, in whole or in part, any claim made by a claimant pursuant to this subsection by mailing notice of such rejection to the claimant within 90 days after receipt of such claim and, in all events, at least 150 days before expiration of 3 years following the effective date of dissolution. A notice sent by the dissolved limited partnership or successor entity pursuant to this subsection shall be accompanied by a copy of this section.

(4) A dissolved limited partnership or successor entity electing to follow the procedures described in subsections (2) and (3) shall also give notice of the dissolution of the limited partnership to persons with known claims, that are contingent upon the occurrence or nonoccurrence of future events or otherwise conditional or unmaturing.

and request that such persons present such claims in accordance with the terms of such notice. Such notice shall be in substantially the form, and sent in the same manner, as described in subsection (2).

(5) A dissolved limited partnership or successor entity shall offer any claimant whose known claim is contingent, conditional, or unmaturing such security as the limited partnership or such entity determines is sufficient to provide compensation to the claimant if the claim matures. The dissolved limited partnership or successor entity shall deliver such offer to the claimant within 90 days after receipt of such claim and, in all events, at least 150 days before expiration of 3 years following the effective date of dissolution. If the claimant offered such security does not deliver in writing to the dissolved limited partnership or successor entity a notice rejecting the offer within 120 days after receipt of such offer for security, the claimant is deemed to have accepted such security as the sole source from which to satisfy his or her claim against the limited partnership.

(6) A dissolved limited partnership or successor entity which has given notice in accordance with subsections (2) and (4), and is seeking the protection offered by subsections (9) and (12), shall petition the circuit court in the county in which the limited partnership's principal office is located or was located at the effective date of dissolution to determine the amount and form of security that will be sufficient to provide compensation to any claimant who has rejected the offer for security made pursuant to subsection (5).

(7) A dissolved limited partnership or successor entity which has given notice in accordance with subsection (2), and is seeking the protection offered by subsections (9) and (12), shall petition the circuit court in the county in which the limited partnership's principal office is located or was located at the effective date of dissolution to determine the amount and form of security which will be sufficient to provide compensation to claimants whose claims are known to the limited partnership or successor entity but whose identities are unknown. The court shall appoint a guardian ad litem to represent all claimants whose identities are unknown in any proceeding brought under this subsection. The reasonable fees and expenses of such guardian, including all reasonable expert witness fees, shall be paid by the petitioner in such proceeding.

(8) The giving of any notice or making of any offer pursuant to the provisions of this section shall not revive any claim then barred or constitute acknowledgment by the dissolved limited partnership or successor entity that any person to whom such notice is sent is a proper claimant and shall not operate as a waiver of any defense or counterclaim in respect of any claim asserted by any person to whom such notice is sent.

(9) A dissolved limited partnership or successor entity which has followed the procedures described in subsections (2)-(7):

(a) Shall pay the claims admitted or made and not rejected in accordance with subsection (3).

(b) Shall post the security offered and not rejected pursuant to subsection (5).

(c) Shall post any security ordered by the circuit court in any proceeding under subsections (6) and (7).

(d) Shall pay or make provision for all other known obligations of the limited partnership or such successor entity.

If there are sufficient funds, such claims or obligations shall be paid in full, and any such provision for payments shall be made in full. If there are insufficient funds, such claims and obligations shall be paid or provided for according to their priority and, among claims of equal priority, ratably to the extent of funds legally available

therefor. Any remaining funds shall be distributed to the partners and transferees of the dissolved limited partnership; however, such distribution may not be made before the expiration of 150 days after the date of the last notice of any rejection given pursuant to subsection (3). In the absence of actual fraud, the judgment of the general partners of the dissolved limited partnership, or other person or persons winding up the limited partnership under s. 620.1803, or the governing persons of such successor entity, as to the provisions made for the payment of all obligations under paragraph (d), is conclusive.

(10) A dissolved limited partnership or successor entity which has not followed the procedures described in subsections (2) and (3) shall pay or make reasonable provision to pay all known claims and obligations, including all contingent, conditional, or unmatured claims known to the dissolved limited partnership or such successor entity and all claims which are known to the dissolved limited partnership or such successor entity but for which the identity of the claimant is unknown. If there are sufficient funds, such claims shall be paid in full, and any such provision made for payment shall be made in full. If there are insufficient funds, such claims and obligations shall be paid or provided for according to their priority and, among claims of equal priority, ratably to the extent of funds legally available therefor. Any remaining funds shall be distributed to the partners and transferees of the dissolved limited partnership.

(11) Except for any general partner otherwise liable under s. 620.1404, s. 620.1405, or s. 620.1607, a partner or transferee of a dissolved limited partnership the assets of which were distributed pursuant to subsection (9) or subsection (10) is not liable for any claim against the limited partnership in an amount in excess of such partner's or transferee's pro rata share of the claim or the amount distributed to the partner or transferee, whichever is less.

(12) A partner, whether or not a general partner, or transferee of a dissolved limited partnership, the assets of which were distributed pursuant to subsection (9), is not liable for any claim against the limited partnership which claim is known to the limited partnership or successor entity and on which a proceeding is not begun prior to the expiration of 3 years following the effective date of dissolution.

(13) Except for any general partner otherwise liable under s. 620.1404, s. 620.1405, or s. 620.1607 and not entitled to the relief provided under subsection (12), the aggregate liability of any person for claims against the dissolved limited partnership arising under this section or s. 620.1807 may not exceed the amount distributed to the person in dissolution.

(14) As used in this section or s. 620.1807, the term "successor entity" includes any trust, receivership, or other legal entity governed by the laws of this state to which the remaining assets and liabilities of a dissolved limited partnership are transferred and which exists solely for the purposes of prosecuting and defending suits by or against the dissolved limited partnership, enabling the dissolved limited partnership to settle and close the business of the dissolved limited partnership, to dispose of and convey the property of the dissolved limited partnership, to discharge the liabilities of the dissolved limited partnership, and to distribute to the dissolved limited partnership's partners any remaining assets, but not for the purpose of continuing the business for which the dissolved limited partnership was organized.

#### CREDIT(S)

Added by Laws 2005, c. 2005-267, § 17, eff. Jan. 1, 2006.

West's F. S. A. § 620.1806, FL ST § 620.1806

West's F.S.A. § 620.1807

**C****Effective: January 01, 2006**

West's Florida Statutes Annotated Currentness

Title XXXVI. Business Organizations (Chapters 606-623)

Chapter 620. Partnership Laws (Refs &amp; Annos)

Part I. Florida Revised Uniform Limited Partnership Act of 2005 (Refs &amp; Annos)

**→ 620.1807. Unknown claims against dissolved limited partnership**

(1) In addition to filing the certificate of dissolution under s. 620.1801(2), a dissolved limited partnership or successor entity, as defined in s. 620.1806(14), may also file with the Department of State on the form prescribed by the department a request that persons with claims against the limited partnership which are not known to the limited partnership or successor entity present them in accordance with the notice.

(2) The notice must:

(a) Describe the information that must be included in a claim and provide a mailing address to which the claim may be sent.

(b) State that a claim against the limited partnership will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of the notice.

(3) If the dissolved limited partnership or successor entity files the notice in accordance with subsections (1) and (2), the claim of each of the following claimants is barred unless the claimant commences a proceeding to enforce the claim against the dissolved limited partnership within 4 years after the filing date:

(a) A claimant who did not receive written notice under s. 620.1806(9) or whose claim was not provided for under s. 620.1806(10), whether such claim is based on an event occurring before or after the effective date of dissolution.

(b) A claimant whose claim was timely sent to the dissolved limited partnership but not acted on.

(4) A claim may be enforced under this section:

(a) Against the dissolved limited partnership, to the extent of its undistributed assets; or

(b) If the assets have been distributed in liquidation, against a partner or transferee of the dissolved limited partnership to the extent of such partner's or transferee's pro rata share of the claim or the limited partnership assets distributed to such partner or transferee in liquidation, whichever is less, provided the aggregate liability of any person for all claims against the dissolved limited partnership arising under this section or s. 620.1806, or, with respect to a limited partner, otherwise, may not exceed the amount distributed to the person in liquidation; or

(c) Against any person liable on the claim under s. 620.1404.

CREDIT(S)

West's F.S.A. § 620.1813

C

Effective: January 01, 2006

West's Florida Statutes Annotated Currentness

Title XXXVI. Business Organizations (Chapters 606-623)

Chapter 620. Partnership Laws (Refs &amp; Annos)

Part I. Florida Revised Uniform Limited Partnership Act of 2005 (Refs &amp; Annos)

**→ 620.1813. Disposition of assets; when contributions required**

(1) In winding up a limited partnership's activities, the assets of the limited partnership, including the contributions required by this section, must be applied to satisfy the limited partnership's obligations to creditors, including, to the extent permitted by law, partners that are creditors.

(2) Any surplus remaining after the limited partnership complies with subsection (1) must be paid in cash as a distribution.

(3) If a limited partnership's assets are insufficient to satisfy all of its obligations under subsection (1), with respect to each unsatisfied obligation incurred when the limited partnership was not a limited liability limited partnership, subject to s. 620.1808 the following rules apply:

(a) Each person that was a general partner when the obligation was incurred and that has not been released from the obligation under s. 620.1607 shall contribute to the limited partnership for the purpose of enabling the limited partnership to satisfy the obligation. The contribution due from each of those persons is in proportion to the right to receive distributions in the capacity of general partner in effect for each of those persons when the obligation was incurred.

(b) If a person does not contribute the full amount required under paragraph (a) with respect to an unsatisfied obligation of the limited partnership, the other persons required to contribute by paragraph (a) on account of the obligation shall contribute the additional amount necessary to discharge the obligation. The additional contribution due from each of those other persons is in proportion to the right to receive distributions in the capacity of general partner in effect for each of those other persons when the obligation was incurred.

(c) If a person does not make the additional contribution required by paragraph (b), further additional contributions are determined and due in the same manner as provided in that paragraph.

(4) A person that makes an additional contribution under paragraph (3)(b) or paragraph (3)(c) may recover from any person whose failure to contribute under paragraph (3)(a) or paragraph (3)(b) necessitated the additional contribution. A person may not recover under this subsection more than the amount additionally contributed. A person's liability under this subsection may not exceed the amount the person failed to contribute.

(5) The estate of a deceased individual is liable for the person's obligations under this section.

(6) An assignee for the benefit of creditors of a limited partnership or a partner, or a person appointed by a court to represent creditors of a limited partnership or a partner, may enforce a person's obligation to contribute under subsection (3).

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