

611669

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(Address)

(City/State/Zip/Phone #)

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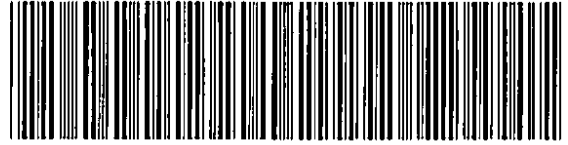
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Misty Creek Country Club, Inc. Dissolution

**DOCUMENT NUMBER:** G11669

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

Please return all correspondence concerning this matter to the following:

Neil Dugan

(Name of Contact Person)

Misty Creek Country Club, Inc.

(Firm/Company)

8954 Misty Creek Dr.

(Address)

Sarasota, FL 34241

(City/State and Zip Code)

For further information concerning this matter, please call:

Neil Dugan

(Name of Contact Person)

at ( (203) 969-5723

(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  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

SECRETARY OF STATE  
TALLAHASSEE, FL 32303

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## ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation as currently filed with the Florida Department of State:

Misty Creek Country Club, Inc.

SECOND: The document number of the corporation (if known): G11669

THIRD: The date dissolution was authorized: 01/01/2024

Effective date of dissolution if applicable: 12/31/2024

(no more than 90 days after dissolution file date)

**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.

FOURTH: Dissolution was approved by the shareholders, in the manner required by this chapter and the articles of incorporation.

Signature: \_\_\_\_\_

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

NEIL DUGAN

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**Filing Fee: \$35**

## **PLAN OF DISSOLUTION OF MISTY COUNTRY CLUB, INC.**

This Plan of Dissolution (this "**Plan**"), dated as of January 1, 2024 (the "**Plan Date**"), is intended to accomplish the dissolution and winding up of MISTY CREEK COUNTRY CLUB, INC., a Florida corporation (the "**Corporation**"), in accordance with the Florida Business Corporation Act (the "**FBCA**").

**1. Approval and Adoption of Plan.** The Directors of the Corporation (the "**Directors**") took action at a meeting duly called and held on January. 23, 2023 and voted to propose and recommend to the shareholders of the Corporation (the "**Equity Members**") that the assets of the Corporation be sold and dissolved.

The Equity Members met on February 21, 2023 (the "**Adoption Date**"), in accordance with the Corporation bylaws, and a majority of all the votes required to be cast, approved the proposed sale of the assets as recommended by the Directors. The sale was completed and finalized on October 8, 2023.

**2. General Authorization.** The Directors are authorized by way of the Equity Members vote and in accordance with the By-Laws, as of the Adoption Date, without further action by the Equity Members, to do and perform or cause the officers of the Corporation (the "**Officers**"), subject to approval of the Directors, to do and perform any and all acts, and to make, execute, deliver, or adopt any and all agreements, resolutions, conveyances, certificates, and other documents of every kind that are deemed necessary, appropriate, or desirable, in the absolute discretion of the Directors, to implement the winding up of the business and affairs of the Corporation according to this Plan, including, but not limited to:

- a) Marshalling all of the Corporation's assets;
- b) Selling any, all, or substantially all of the assets of the Corporation;
- c) Paying all expenses incurred in connection with the implementation of this Plan including, but not limited to, any consulting, professional, legal and other fees and expenses of persons or entities providing services to the Corporation;
- d) Satisfying, settling, or rejecting all liabilities, claims, debts, or obligations of the Corporation, whether by payment or by making adequate provisions for payments;
- e) Prosecuting and defending actions or proceedings by or against the Corporation;
- f) Distributing assets of the Corporation to the Equity Members in the time and manner, and to the fullest extent, permitted by the FBCA; and
- g) Filing all final tax returns or other forms, making final payments, and closing any tax accounts or other obligations as required by any local, state or federal law or regulation to effect the winding up of the Corporation's business and affairs and the dissolution of the Corporation.

**3. Indemnification.** The Corporation shall continue to indemnify its Officers, Directors, and employees in accordance with the FBCA, its articles of incorporation, bylaws, any contractual arrangements, and its existing directors' and officers' liability insurance policy, for acts and omissions in connection with the Corporation's dissolution, implementation of this Plan and the winding up of the business and affairs of the Corporation.

**4. Filing of Tax Forms.** The Corporation shall file final returns, pay final obligations, and close all tax accounts as required by any local, state or federal law, including but not limited to:

- a. IRS Form 966 with the Internal Revenue Service. If the Corporation amends this Plan, it shall file an additional Form 966 within 30 days of the amendment; and
- b. A federal income tax return with the Internal Revenue Service not later than the 15<sup>th</sup> day of the fourth full month following the final date of dissolution, which is no later than December 31, 2024.

**5. Articles of Dissolution and Effective Date.** After the Adoption Date, the Corporation shall prepare and file articles of dissolution with the Florida Department of State, Division of Corporations ("DOC") in accordance with the FBCA. The Corporation shall be dissolved on the date the articles of dissolution are accepted by the DOC unless the articles of dissolution specify a later effective date in accordance with the FBCA (the "**Effective Date**"). For the purposes of this plan the effective date will be October 7, 2023.

**6. Cessation of Business Activities.** The Corporation shall cease carrying on its business after the Effective Date except as necessary to wind up its business and affairs, including retaining such employees and consultants as necessary or desirable to carry out these activities.

**7. Known Claims Notice and Settlement.** The Corporation has elected not to incur the costs and obligations that are required to follow the accelerated claims procedures under Section 1406 of the FBCA for known claims.

**8. Other Claims Notice.** The Corporation will fully comply with the optional notice procedures of Section 1407 of the FBCA for other claims, including but not limited to filing a notice of corporate dissolution (the "**Notice of Corporate Dissolution**") with the DOC within ten days after filing the articles of dissolution.

**9. Security for Contingent Claims.** The Corporation has elected not to incur the costs and obligations necessary to file an application with a circuit court for a determination of any security that the Corporation would otherwise provide for the payment of claims that are either contingent, unknown to the Corporation or based on an event occurring after the Effective Date but that, based on the facts known to the Corporation, are reasonably estimated to arise after the Effective Date ("**Contingent and Unknown Claims**"). However, the Corporation may voluntarily establish a reserve as security for such Contingent and Unknown Claims in an amount and for a period of time as it may determine in its absolute discretion.

**10. Plan of Distribution.**

- a. On and after the Effective Date, the Corporation shall liquidate the Corporation's assets in accordance with the terms of this Plan and the FBCA. This action by and on behalf of the Corporation does not require further approval by the Equity Members and may include efforts such as:

- i. Undertaking all reasonable efforts to collect on assets of the Corporation, including taking such actions necessary to collect any amounts due to the Corporation by a third party, a Director, an Equity Member, or an employee.
  - ii. Selling any, all, or substantially all of the Corporation's assets.
  - iii. Disposing of any property of the Corporation not to be distributed in kind to the Equity Members.
- b. On and after the Effective Date, the Corporation shall make adequate provision, by payment or otherwise, for the Corporation's known claims.
- c. On and after the Effective Date, the Corporation has discretion in determining the manner and timing in which the distributions to shareholders are to be completed. Distributions pursuant to this Plan or any other requirements of the FBCA may occur at a single time or be undertaken in a series of transactions over time. It is anticipated that two (2) payments will be made to the shareholders of record as of the sale date. The first will be made no later than January 30, 2024 and the second no later than August 31, 2024. Unless otherwise provided herein, the distributions may be in cash or in assets or in combination of such. The Corporation has absolute discretion to make such distributions in such amounts and at such time or times as it determines appropriate.

**IN WITNESS WHEREOF**, the Corporation has approved dissolution and adopted this Plan by the following signature.

Date: 11/15/2024

**President, Misty Creek Country Club, Inc.**



Name: Neil Dugan