

# Florida Department of State

## Division of Corporations

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### DISSOLUTION OR WITHDRAWAL Y.B. DUL, INC.

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**ARTICLES OF DISSOLUTION  
OF**

**Y.B. DUL, INC.**

Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Dissolution:

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation is Y.B. DUL, INC., Florida Document Number K19879 (the "Corporation").

**ARTICLE II - DATE DISSOLUTION AUTHORIZED**

The dissolution of the Corporation was authorized on March 30, 2022.

**ARTICLE III - APPROVAL OF DISSOLUTION**


The dissolution was approved in accordance with the Plan of Complete Liquidation and Dissolution attached hereto and incorporated herein by reference as Exhibit "A" adopted by the sole Shareholder and sole Director of the Corporation by Joint Written Consent dated March 30, 2022.

**ARTICLE IV - EFFECTIVE DATE OF DISSOLUTION**

The Corporation shall be dissolved effective upon the filing of these Articles of Dissolution.

Dated this 30<sup>TH</sup> day of March 2022.

Y.B. DUL, INC.

By:   
Robert J. Naberhaus III, President

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**Exhibit "A"**

**Plan of Complete Liquidation and Dissolution  
(Attached)**

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**PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION  
OF Y.B. DUL, INC.  
UNDER SECTION 337 OF THE INTERNAL REVENUE CODE**

**SCOPE OF PLAN**

Y.B. DUL, INC., a Florida corporation (the "Corporation" ), will, in accordance with this Plan, cease the active conduct of its business and wind up its affairs and, within the meaning of Section 337 of the Internal Revenue Code, will liquidate and distribute all of its assets in complete liquidation less any assets retained to meet claims of creditors within the twelve-month period which begins on the date this Plan of Complete Liquidation and Dissolution (the "Plan") is adopted by the shareholders of the Corporation. The liquidation shall be accomplished in the manner stated in this Plan.

**ADOPTION OF PLAN BY SHAREHOLDERS**

This Plan shall be adopted and shall become effective, subject to the conditions provided in the Plan, upon the approval and adoption of the Plan by the affirmative vote of the holders of shares of common stock of the Corporation entitling them to exercise a majority of the voting power of the Corporation at a special meeting of the shareholders held for such purpose.

**SALES OF ASSETS**

The Directors may sell the assets of the Corporation at any time during the succeeding twelve-month period after adoption of this Plan and distribute the cash received or may distribute the assets in kind pro rata. Such distribution shall be pursuant to Article V herein.

**RESERVE FOR LIABILITIES**

After the sale of the Corporation's assets, the Corporation shall pay or make adequate provisions for payment of all known liabilities of the Corporation including federal and state income taxes, expenses of the sale and of the liquidation and dissolution of the Corporation and shall set aside from the proceeds of sale such additional amount as the Directors determine to be reasonably necessary for the payment of unascertained or contingent liabilities of the Corporation. The balance of the proceeds of the sale shall be distributed to the shareholders of the Corporation in accordance with Article V of this Plan.

**LIQUIDATING DISTRIBUTIONS**

The Directors may from time to time authorize one or more distributions of the property of the Corporation in cash or in kind, in a series of distributions in complete liquidation, retaining assets as the Directors shall deem necessary to meet the claims or liabilities of the Corporation. Liquidating distributions shall be made pro rata to the Corporation's shareholders of record as of the date of adoption of this Plan at such time and in such amounts as the Directors shall determine to be proper. Prior to the expiration of the twelve-month period beginning on the date of the adoption of this Plan by the shareholders, such assets of the Corporation as have not previously been distributed and in the opinion of the Directors of the Corporation need no longer be retained to meet claims and liabilities shall be distributed pro rata to the Corporation's shareholders of record as of the date of adoption of this Plan.

The foregoing distributions in complete liquidation shall be in exchange solely for and in complete redemption and cancellation of, and in payment for, all of the outstanding shares of common stock of the Corporation, and the shareholders shall, if the Directors so determine, surrender their

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certificates for such shares for recording thereon receipt of distributions prior to the final distribution, or shall surrender such certificates for cancellation upon receipt of the final distribution herein authorized.

**SHAREHOLDERS' DEPOSITORY AGREEMENT OR LIQUIDATING TRUST AUTHORIZED**

The Directors of the Corporation are authorized to create a Shareholders' Depository Agreement or Liquidating Trust if they determine that the creation of a Shareholders' Depository Agreement or Liquidating Trust is in the best interest of the Corporation's shareholders in order to properly account for unrealized assets or set aside amounts reasonably necessary to adequately provide for the payment of any unknown, unascertained or contingent liabilities or expenses of the Corporation after the dissolution of the Corporation.

**DISSOLUTION**

The Directors of the Corporation, and such officers as are authorized by the Directors, shall proceed with the voluntary dissolution of the Corporation under the laws of the State of Florida at such time as they may deem appropriate.

**MISCELLANEOUS**

The Directors of the Corporation, and such officers as are authorized by the Directors, are authorized, empowered and directed to execute and file all documents which they deem necessary or advisable to carry out the purposes and intentions of this Plan, including Articles of Dissolution under the laws of the State of Florida, and information returns on Treasury Department Forms 966, 1096 and 1099DIV, together with income tax returns and the information required by the applicable Regulations of the Commissioner of the Internal Revenue Service.

The Directors of the Corporation, and such officers as are authorized by the Directors, are authorized, empowered and directed to do any and all other things necessary in its name and on its behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this Plan. They shall be held harmless by the Corporation for any action under this Plan taken in good faith, and any expense or liability so incurred by them shall be that of the Corporation.

**IT IS INTENDED THAT THE PLAN, PURSUANT TO THE DIRECTION OF THE DIRECTORS, SHALL BE A PLAN OF COMPLETE LIQUIDATION WITHIN THE MEANING OF SECTION 337 OF THE INTERNAL REVENUE CODE. THIS PLAN SHALL BE DEEMED TO AUTHORIZE SUCH ACTION, AS IN THE OPINION OF COUNSEL FOR THE CORPORATION, WITH THE CONCURRENCE OF THE DIRECTORS, AS MAY BE NECESSARY TO CONFORM WITH THE PROVISIONS OF SAID SECTION 337.**

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**Notice of Corporate Dissolution**

*This notice is submitted by the dissolved corporation named below for resolution of payment of unknown claims against this corporation as provided in s. 607.1407, F.S.*

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

Name of Corporation: Y.B. DUL, INC.

*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 of Claimant: \_\_\_\_\_

Address of Claimant: \_\_\_\_\_

Amount of Claim: \_\_\_\_\_

Basis of Claim (attachment): \_\_\_\_\_

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

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Attn: Robert J. Naberhaus III, Esq.

7380 Murrell Road, Suite 200

Viera, Florida 32940

*A claim against the above-named corporation will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.*

Robert J. Naberhaus, Esq.  
Printed Name of the Person Filing

  
Signature of Person Filing

**Fee: No charge if included with Articles of Dissolution. If filed separately \$35.00**

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