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Account Name : LATHAM, SHUKER, EDEN & BEAUDINE, LLP  
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DISSOLUTION OR WITHDRAWAL  
XLR 8, L.L.C.

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ARTICLES OF DISSOLUTION  
OF  
XLR8, LLCSECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to §§ 608.441 through 608.445 of Title XXXVI of the Florida Statutes, the undersigned hereby submits these Articles of Dissolution of XLR8, LLC, a Florida limited liability company (the "Company"), for filing.

## ARTICLE I

The name of the Company is XLR8, LLC. Document Number L02000023126.

## ARTICLE II

The Plan of Dissolution and Complete Liquidation, attached hereto as Exhibit 1, was authorized on the 1<sup>st</sup> day of December 2009 by written consent of all of the managers and members of the Company entitled to vote on the proposed dissolution, pursuant to § 608.4231 of the Florida Statutes, and was effective as of the 1st day of December 2009.

## ARTICLE III

All debts, obligations, and liabilities of the Company have been paid or discharged pursuant to § 608.441, Florida Statutes.

## ARTICLE IV

Because the Company is insolvent and funds will be insufficient to pay unsecured creditors in full, no payments or distributions will be made to the Members.

## ARTICLE V

At the time of the filing of these Articles of Dissolution, there are no pending suits or administrative actions against the Company in any court, or adequate provision has been made for the satisfaction of any judgment, order, or decree, which may be entered against the Company in any pending suit.

## ARTICLE VI

The number of votes cast in favor of dissolving the Company was sufficient for approving a dissolution of the Company.

Executed this 1<sup>st</sup> day of December 2009.

Driven Sports Equipment, Inc., Manager/Member

By: \_\_\_\_\_

Chris Tuckey, President

To the extent there are any funds recovered from the liquidation of the assets of the Company, creditors shall receive payment according to the priority of such debt; or, if funds are not sufficient to pay all outstanding debts in full, creditors shall receive a *pro rata* distribution according to the priority of such debt.

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**EXHIBIT 1****PLAN OF DISSOLUTION AND COMPLETE LIQUIDATION FOR XLRS, LLC**

(1) **XLRS, LLC**, a Florida limited liability company ("Company"), elects to conclude its affairs, dissolve, and be completely liquidated in accordance with §608.441 of Title XXXVI of the Florida Statutes, §331 of the Internal Revenue Code of 1986, as amended, and this Plan of Dissolution and Complete Liquidation (the "Plan").

(2) The Company shall not hereafter engage in any business activities, except for the purpose of preserving the value of its assets, concluding its affairs, and distributing its assets in accordance with the Plan.

(3) The Members of the Company are authorized, at their discretion, to sell any or all of the assets and properties of the Company for such consideration and upon such terms and conditions as they may determine.

(4) After paying or making provision for all liabilities and obligations of the Company, the Members of the Company shall distribute to all of the Members of the Company, in cash or in kind, or partly in cash and partly in kind, all remaining assets of the Company in proportion to each respective Member's ownership interest in the Company.

(5) The distribution in complete liquidation shall be in payment and exchange for, and in complete cancellation of all membership interests in the Company, and all of the members shall surrender their membership interests in the Company upon receipt of the final distribution, if any, made hereunder (other than final distribution made from any contingent liability account established in the discretion of the Members of the Company).

(6) The designated Manager/Member of the Company shall file with the Florida Department of State Articles of Dissolution at such time as he may deem appropriate, but not later than December 4, 2009.

(7) The designated Manager/Member of the Company is authorized and empowered to execute and file all instruments, documents, papers, tax returns, and reports, and to do any and all other things, and take any and all other actions, that he may deem necessary or desirable in order to carry out the purposes and intents of this Plan.

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