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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2005 JAN -4 PM 3:23

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December 28, 2004

Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314  
Attention: Registration Section

Re: Dissolution of the Flagler Tax Advisory Group, LLC

To Whom It May Concern:

Pursuant to s.608.409, of the Florida Statutes, the above referenced LLC is filing Articles of Dissolution, effective 12/29/2004. Attached to this memorandum is the required \$25.00 filing fee for same.

Attached also is a copy of a memorandum mailed to each partner, October 20<sup>th</sup>, 2004, which clearly outlines the business reasons necessitating this decision. Please note that no written responses were received from any partner stating reasons to continue business operations, indicating a desire by all partners to dissolve our mutual business.

Please contact either Michael Testoni, or myself, at (386) 447-7585, if any additional questions or actions are necessary prior to our receiving a letter of acknowledgement dissolving Flagler Tax Advisory Group, LLC, from the Division of Corporations. The appropriate return address for all correspondence should be:

The Tax Advisory Group  
14 Office Park Drive  
Suite 3  
Palm Coast, FL 32137  
Attn: Lynn Wolf or Michael Testoni  
(386)447-7585  
(386) 246-3799 fax

2005 JAN -4 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Sincerely,



Lynn Wolf  
Managing Partner

**ARTICLES OF DISSOLUTION  
FOR  
A FLORIDA LIMITED LIABILITY COMPANY**

1. The name of the limited liability company is FLAGLER TAX ADVISORY GROUP, LLC

2. The effective date of the limited liability company's dissolution is 12/29/2004

3. A description of the occurrence that resulted in the limited liability company's dissolution pursuant to Section 608.441, Florida Statutes, (copy of 608.441 on back of cover letter).

PLEASE SEE ATTACHED COVER LETTER WHICH DEMONSTRATES  
THAT THE ABOVE REFERENCED LLC HAS ① NO MEMBERS,  
AND ② IT IS NOT REASONABLY PRACTICABLE FOR THE  
LLC TO CARRY ON BUSINESS WITHOUT A SOUND BUSINESS  
OPERATING PLAN, SPECIFICALLY FUNDING OF THE COMPANY.

4. **CHECK ONE:**

☒ All debts, obligations and liabilities of the limited liability company have been paid or discharged.  
-OR-

☐ Adequate provision has been made for the debts, obligations and liabilities pursuant to s. 608.4421.

5. All remaining property and assets have been distributed among its members in accordance with their respective rights and interests.

6. **CHECK ONE:**

☒ There are no suits pending 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 it in any pending suit.

Signatures of the members having the same percentage of membership interests necessary to approve the dissolution:

Signature

[Signature]  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Typed or Printed name

LYNN WOLF  
MICHAEL TESTA  
\_\_\_\_\_  
\_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2005 JAN -4 PM 3:24

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Filing Fee: \$25.00

**Memorandum to the Partners of Flagler Tax Advisory Group, LLC**

**To: Richard Roberts, Arleigh Merrill and Michael Testoni**

**Date: October 20, 2004**

**Re: Status of FTAG**

Dear Partners:

By copy of this memorandum, I am sending each FTAG Partner a letter explaining the disposition of FTAG.

1. The account value in our corporate checking account as of our last monthly statement (dated September 30<sup>th</sup>) was \$ 12.26. The last deposit of revenue in this account was made on May 14, 2004.
2. As of September 1, 2004, there are no outstanding obligations associated with FTAG.
3. All phone and fax lines have either been disconnected or transferred to other companies. All credit cards associated with FTAG have been cancelled.
4. As a result of FTAG having no revenue producing activities and/or outstanding bills, I will close down the FTAG Bank Account with Compass Bank, effective today, October 20, 2004. Please find attached a check in the amount of \$ 3.06, which represents each partner's share of the remaining bank account value.
5. 941 quarterly reporting is current thru the third quarter of 2004 for FTAG. No future reports will be generated and/or filed.
6. At this point in time, and in my opinion, the most intelligent course of action is to file "Dissolution of Partnership" Documents with the State of Florida specific to FTAG. Dissolving our business in 2004 will allow us individually to write off capital losses for the tax year 2004. Deferring the decision to dissolve FTAG will postpone (for a full tax year) our ability to establish individual capital losses.

If no written response (via certified mail) from any of the Partners is forthcoming within 20 days from the writing of this memo, stating specific reasons why we should continue business operations (and how to fund same), I will assume that all Partners are in agreement with dissolving FTAG and will proceed accordingly.

Kindest Regards,

  
Lynn Wolf

2005 JAN 4 PM 3:24  
OFFICE OF THE  
CLERK OF THE  
STATE  
TALLAHASSEE, FLORIDA

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