

W05 000084810

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

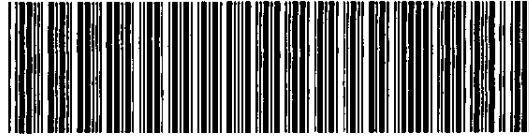
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400188522814

12/15/10--01019--015 **30.00

FILED
2010 DEC 15 AM 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. CLINE

DEC 16 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: DEW DROP, LLC

(Name of Limited Liability Company)

The enclosed Articles of Dissolution and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

WILLIAM S. HOWELL, JR., ESQ.

(Name of Person)

WILLIAM S. HOWELL, JR., P.A.

(Firm/Company)

1727 S COUNTY HWY 393

(Address)

SANTA ROSA BEACH, FL 32459

(City/State and Zip Code)

For further information concerning this matter, please call:

WILLIAM HOWELL

(Name of Person)

at (850) 622-0529

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$25.00 Filing Fee

☒ 30.00 Filing Fee &
Certificate of Status

☐ \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

MAILING ADDRESS:

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

STREET/COURIER ADDRESS:

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

2010 DEC 15 AM 12
SECRETARY OF STATE
TALLAHASSEE, FL 32301

FILED

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

1. The name of a limited liability company is

DEW DROP, LLC

2. The Articles of Organization were filed on AUGUST 26, 2005 and assigned document number L05000084810

3. The date the dissolution was approved: DECEMBER 14, 2010

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

UPON WRITTEN CONSENT OF ALL MEMBERS

Note: Marjorie Ann Thomas purchased the membership interest of William S. Howell, Jr.

5. 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. 608.442.

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

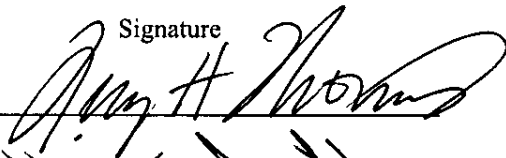
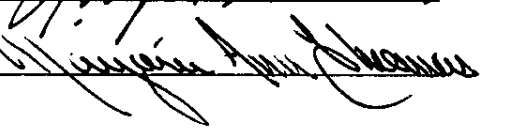
7. CHECK ONE:

- ☒ 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.

FILED
2010 DEC 14 PM 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Signature

Printed Name

TERRY H. THOMAS

MARJORIE ANN THOMAS

**ASSIGNMENT OF AND CONSENT TO ASSIGNMENT OF
MEMBERSHIP INTEREST IN**

DEW DROP, LLC

a Florida limited liability company

THIS AGREEMENT dated this 14th day of December, 2010, by and between WILLIAM S. HOWELL, JR. as a member of DEW DROP, LLC, the 'Assignor' herein, and MARJORIE ANN THOMAS, as 'Assignee', and TERRY H. THOMAS as the 'consenting member' of DEW DROP, LLC, a Florida limited liability company.

In consideration of Thirteen Thousand Five Hundred Dollars (\$13,500.00) and other good and valuable consideration, it is agreed as follows:

1. The above recitations are true and correct and are incorporated by reference herein.
2. WILLIAM S. HOWELL, JR., as 'member/assignor' hereby assigns, sets over and transfers to MARJORIE ANN THOMAS, his FIFTY (50%) percent right, title and interest in his ownership of an interest in, and as a member of DEW DROP, LLC, a Florida limited liability company.
3. "Assignor" warrants that he is vested with a fifty percent (50%) ownership interest in DEW DROP, LLC and warrants that his interest is free and clear of all liens and encumbrances and that it has the good right and title to that membership interest, and will defend the title to the same against all claims of all persons or entities.
4. Assignee, MARJORIE ANN THOMAS agrees to be bound by the terms and conditions of the DEW DROP, LLC Operating Agreement and any amendments thereto and shall indemnify and hold "Assignor" harmless from the same.
5. Assignee shall receive all of Assignor's right, title, and interest in DEW DROP, LLC, and shall be entitled to participate in the operation and management of the said company.
6. Assignee shall be bound by all terms of the Operating Agreement of DEW DROP, LLC as if she had been originally named in the Agreement, and Assignee shall specifically assume all liability for which Assignor was previously liable.
7. The remaining member of DEW DROP, LLC, TERRY H. THOMAS hereby approves the assignment of the membership interest by Assignor to the Assignee and accepts Assignee as a substituted member.

This agreement and assignment shall be effective as of the date which this instrument has been signed by all parties to this agreement.

SIGNATURES ON FOLLOWING PAGE

WITNESSES:

Reba Harrell
Reba Harrell

Reba Harrell
Reba Harrell

Reba Harrell
Reba Harrell

Terry H. Thomas Date: 12/14/10
TERRY H. THOMAS, Consenting Member

William S. Howell Date: 12-14-10
WILLIAM S. HOWELL, Assignor

Marjorie Ann Thomas Date: 12-14-10
MARJORIE ANN THOMAS, Assignee