

#L05000098539

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FILED  
2014 OCT 27 PM 4:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

K. SALY  
EXAMINER  
OCT 29 2014

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** COLONY SQUARE, 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:

Susan O'CONNOR  
(Name of Person)

COLONY SQUARE, LLC  
(Firm/Company)

1855 HARBERT AVE  
(Address)

MEMPHIS TN 38104  
(City/State and Zip Code)

For further information concerning this matter, please call:

Susan O'CONNOR at ( 901 ) 240-3203  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$25.00 Filing Fee and Certificate of Dissolution

☒ \$55.00 Filing Fee, Certificate of Dissolution &  
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

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

**FILED**  
2014 OCT 27 PM 4:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of a limited liability company is

COLONY SQUARE, LLC

2. The Articles of Organization were filed on 10-06-2005 and assigned

document number L 05000098539

3. The delayed effective date the dissolution if not effective on the date of filing: \_\_\_\_\_  
(effective date cannot be prior to or more than 90 days later than date document is received for filing)

4. A description of occurrence that resulted in the limited liability company's dissolution pursuant to section 605.0707, Florida Statutes, (copy 605.0707 on back cover letter).

SEE ENCLOSED CORPORATE DISSOLUTION RESOLUTION  
NAMED "ACTION IN LIEU OF MEETING OF MEMBERS OF  
COLONY SQUARE LLC" Signed 10-9-2014

5. If there are no members, enter the name and address of the person appointed to wind up the company's activities and affairs: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

6. Signature of an authorized person or if there are no members, the signature of the person appointed and listed above to wind up the company's activities and affairs:

Susan C.F. O'Connor  
Signature

SUSAN C.F. O'CONNOR  
Printed Name

**FILING FEE: \$25.00**

**ACTION IN LIEU OF MEETING OF**  
**MEMBERS OF**  
**COLONY SQUARE, LLC**

The undersigned, being all the members of COLONY SQUARE, LLC, a Florida limited liability company (hereinafter referred to as "LLC"), waive any formal requirements, including any requirement of holding a formal or informal meeting, and any requirements for notice, and consent in writing to the following action in lieu of a meeting of the Members of the LLC:

WHEREAS, on or about March 30, 2012, LLC Member Michael D. Bernhardt filed a voluntary Petition in bankruptcy in the United States Bankruptcy Court, District of Utah, Case #12-24022 JTM,

WHEREAS, Sec. 608.4237(1)(b) Florida Statutes (2012), provides that membership in a Florida limited liability company terminates upon the filing of a voluntary Petition in bankruptcy,

WHEREAS, pursuant to the Operating Agreement of Colony Square, LLC, Page 1 and Article 3.6, as LLC Members Michael D. Bernhardt and Nadiezka Bernhardt, husband and wife, held their membership interest in the LLC as husband and wife, they are "one Member" in the LLC,

WHEREAS, there were outstanding loan(s) from, and related promissory note(s) and mortgage(s) on LLC real property in favor of, Bancorp South in the principal amount of \$1,009,682.91, which were in default immediately before Michael D. Bernhardt's Petition in bankruptcy,

WHEREAS, due to the severe nationwide economic downturn and related real estate recession, the LLC lacked assets to pay said Bancorp South loan(s),

WHEREAS, LLC Manager Susan C.F. O'Connor negotiated a discounted loan pay-off with Bancorp South, and LLC Members Michael L. O'Connor and Susan C.F. O'Connor, husband and wife ("O'Connors") offered to make an emergency loan(s) to the LLC to pay off the discounted balance of the defaulted loan(s),

WHEREAS, to avoid bankruptcy of the LLC, and potential personal bankruptcies of the remaining LLC members arising from personal guarantees for the LLC Bancorp South loan(s), and to facilitate winding up of the LLC business in light of the petition in bankruptcy filed by Member Bernhardt, all remaining Members authorized in writing the above-referenced emergency loan(s) from Members O'Connor with resulting Promissory Note(s) and Mortgage(s) from the LLC to the O'Connors. (See Colony Square, LLC Authorization of O'Connor Loans September 2012),

WHEREAS, the remaining Members are unable to make the significant additional capital contributions that are necessary to continue the business of the LLC,

NOW THEREFORE, it is hereby:

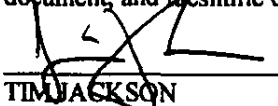
1. RESOLVED, that Michael D. Bernhardt's and Nadiezka Bernhardt's, husband and wife, membership in the LLC terminated, pursuant to Sec. 608.4237(1)(b) Florida Statutes (2012), effective March 30, 2012, which is the date Michael D. Bernhardt filed a voluntary Petition in bankruptcy court.

2. RESOLVED, that pursuant to the LLC's certified public accountant, as of the above-referenced date of termination of the Bernhardt's membership in the LLC, the liabilities of the LLC were greater than its assets, and consequently, the "fair value" of the Bernhardt's membership interest was < \$0.00.


3. RESOLVED, that the LLC Manager shall transfer the LLC's remaining real estate assets to the O'Connors as satisfaction in full of the remaining unpaid loan(s) and mortgage(s) owed by the LLC to the O'Connors.

4. RESOLVED, that the LLC Manager shall complete the winding up of the business of the LLC, including the filing of Articles of Dissolution with the State of Florida.

IN WITNESS WHEREOF, the undersigned, being all the Members of this LLC, sign this Action In Lieu of a Meeting of Colony Square, LLC on the date(s) referenced below, for the purposes expressed in this document, and facsimile or electronic signatures shall be sufficient to bind the parties hereto.

  
TIM JACKSON  
Member  
10/9/14  
Date

  
MELISSA JACKSON  
Member  
10-9-14  
Date

  
MICHAEL O'CONNOR  
Member  
10-9-14  
Date

  
SUSAN O'CONNOR  
Member  
10-9-14  
Date