

12/27/2018

Division of Corporations

L05000117692

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LLC DISSOLUTION OR WITHDRAWAL  
PRIVATE EQUITY VENTURE PARTNERS II, L.L.C.

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**ARTICLES OF DISSOLUTION**

**OF**

**PRIVATE EQUITY VENTURE PARTNERS II, L.L.C.**

Pursuant to Section 605.0707 of the Florida Statutes, the following is submitted to dissolve a limited liability company in the state of Florida.

1. Name of Limited Liability Company Submitting Articles. The name of the limited liability company dissolved hereby is:

**Private Equity Venture Partners II, L.L.C.**

2. Articles of Organization. The Articles of Organization were filed on December 9, 2005, given document number L05000117692.
3. Effective Date of Dissolution. The effective date of the dissolution shall be \_\_\_\_\_, 2018.
4. Description of the Occurrence that Resulted in the Limited Liability Company's Dissolution.  
Pursuant to Section 608.441(1)(b) the limited liability company dissolved by the occurrence of the Company ceasing its business operations, as specified in the Private Equity Venture Partners II, L.L.C. operating agreement.

IN WITNESS WHEREOF, the undersigned has executed this Articles of Dissolution this \_\_\_\_th day of December 2018.

**PRIVATE EQUITY VENTURE PARTNERS II, L.L.C.**

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

Name: Raul Henriquez

Authorized Person

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**ACTION TAKEN BY  
WRITTEN RESOLUTIONS  
OF THE MANAGER  
OF  
PRIVATE EQUITY VENTURE PARTNERS II, L.L.C.**

September 30, 2018

The undersigned, being the Manager (the "**Manager**") of Private Equity Venture Partners II, L.L.C., a Florida limited liability company (the "**Company**"), hereby takes the following actions and adopts the following resolutions by written consent in accordance with Section 605.04073(2) of the Florida Revised Limited Liability Company Act (the "**Act**");

**I. DISSOLUTION OF THE COMPANY**

**WHEREAS**, the Manager of the Company has determined that it is advisable to cancel the Company upon its dissolution and the completion of winding up of its affairs; and

**WHEREAS**, the Manager of the Company desires to (i) authorize the dissolution of the Company in accordance with Section 605.0701 of the Act and (ii) authorize that Articles of Dissolution be filed with the Secretary of State of the State of Florida pursuant to Section 605.0707 of the Act.

**WHEREAS**, that pursuant to Section 605.0709 of the Act, there are no pending actions against the Company, no liabilities known to the Company, and no claims likely to arise following dissolution; and it is further

**NOW, THEREFORE, BE IT**

**RESOLVED**, that the Manager of the Company hereby approves and consents to the dissolution of the Company and the completion of winding up of its affairs; and it is further

**RESOLVED**, that in connection with such dissolution, the Company's assets be distributed as set forth in the Company's operating agreement; and it is further

**RESOLVED**, that upon such distribution, the Manager of the Company be, and hereby is, authorized, empowered, and directed to prepare and execute the Articles of Dissolution of the Company and to cause the same to be filed with the Secretary of State of the State of Florida, all as provided under Section 605.0707 of the Act; and it is further

**RESOLVED**, that the Manager of this Company be, and hereby is, authorized, empowered, and directed to do and perform all such further acts and things as Manager shall determine to be necessary or advisable in order to effectuate the intent and purposes of the foregoing resolutions.

## **II. GENERAL AUTHORITY**

**RESOLVED**, that the Manager of the Company be, and hereby is, authorized and directed, on behalf and in the name of the Company, to cause the transactions contemplated by these resolutions to be consummated and performed in the manner provided therein and from time to time to do, or cause to be done, all such other acts or things, and to execute and deliver all such agreements, instruments, certificates and other documents, and to affix and attest thereto, or cause to be affixed and attested thereto, the corporate seal of the Company as the Manager acting shall deem in his or her sole discretion desirable to carry out the purposes and intents of any of the foregoing resolutions; and it is further

**RESOLVED**, that the signing by the Manager of any of the documents or instruments referred to in, or contemplated by, the foregoing resolutions or the taking by them of any actions to carry out the foregoing shall conclusively establish such officer's approval of the form of any such documents or instruments signed by him and of the actions referred to therein or contemplated thereby and also such officer's determination that such documents, instruments and actions are desirable or appropriate; and it is further

**RESOLVED**, that the Manager of the Company is hereby authorized to perform such further acts and execute and deliver such further documents or instruments as the Manager may deem necessary or desirable to carry out with respect to the Company the intents and purposes of the foregoing resolutions.

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**IN WITNESS WHEREOF**, the undersigned, the Manager of the Company, has executed this action by unanimous written consent effective as of the date first set forth above. Any copy, facsimile, or other reliable reproduction of this Written Consent may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used.

**MANAGER:**

ALPHA CAPITAL MANAGEMENT, L.L.C., a  
Florida limited liability company

By: 

Name: Raul Henriquez

Title: Managing Member