

L05000121096

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TALLAHASSEE, FLORIDA

MAR 25 2015
J. HARRIS

ICARD MERRILL

ATTORNEYS & COUNSELORS

Bruce P. Chapnick
Attorney At Law

2033 Main Street
Suite 600
Sarasota, FL 34237
941.366.8100
Direct: 941.552.3889
Fax: 941.366.6384
bchapnick@icardmerrill.com
icardmerrill.com

March 5, 2015

VIA FEDERAL EXPRESS/
OVERNIGHT DELIVERY

Florida Department of State, Div. of Corporations
Attn: Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Articles of Dissolution of Flower Power, LLC
Our File No.: 48257-104512

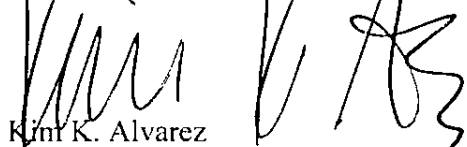
Dear Sir or Madam:

Enclosed please find one (1) original and one (1) copy of the Articles of Dissolution For a Limited Liability Company for Flower Power, LLC ("Articles") for filing with the Florida Department of State, together with our check (no. 86319) in the amount of Twenty Five and 00/100 Dollars (\$25.00) representing the filing fee.

Please forward confirmation to our office once the Articles have been filed.

Should you have any questions, please do not hesitate to contact me. Thank you.

Cordially,
ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.



Kim K. Alvarez
Legal Assistant to Bruce P. Chapnick

BPC/ka
w/enc.

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Flower Power, 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:

Bruce P. Chapnick

(Name of Person)

Icard Merrill Cullis Timm Furen & Ginsburg

(Firm/Company)

2033 Main Street, Suite 600

(Address)

Sarasota, FL 34237

(City/State and Zip Code)

For further information concerning this matter, please call:

Bruce P. Chapnick

(Name of Person)

at (941) 366-8100
(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**

1. The name of a limited liability company is
Flower Power, LLC
2. The Articles of Organization were filed on December 20, 2005 and assigned
document number L05000121096
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).
Pursuant to Section 605.0701, the Company is dissolved and the activities and affairs
are wound up upon the occurrence of the consent of all the Members of the
Company.
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:



Signature

Bruce P. Chapnick

Printed Name

FILING FEE: \$25.00

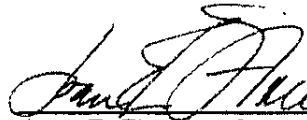
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TALLAHASSEE, FLORIDA

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CERTIFIED COPY OF RESOLUTIONS

The undersigned certifies that the undersigned is the Secretary of Flower Power, LLC, a Florida limited liability company (the "Company"), and that as such, the undersigned is authorized to execute this Certificate on behalf of this Company, and further certifies that the attached resolutions are a true, correct and complete copy of resolutions adopted at a Joint Action of Members and Managing Members In Writing Without Formal Meeting Taken as of February 23, 2015, and the proceedings of said meeting were in accordance with the Articles of Organization and Operating Agreement of this Company, and that said resolutions have not been in any way amended, annulled, rescinded or revoked and are in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 23rd day of February, 2015.


Joan E. Flowers, Secretary

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TALLAHASSEE, FLORIDA

**MEMBERS' AND MEMBER MANAGERS' RESOLUTIONS ADOPTING
A PLAN OF LIQUIDATION AND APPROVING
DISSOLUTION OF THE COMPANY**

BE IT HEREBY RESOLVED, that the Company shall liquidate and dissolve pursuant to applicable state and federal tax laws.

BE IT HEREBY FURTHER RESOLVED, that the following plan of liquidation be, and the same is hereby adopted:

1. A plan of liquidation is hereby adopted for the purpose of assembling and marshaling of the assets of the Company, the paying or making adequate provisions for the creditors and debtors of the Company and the transfer of the remaining assets to the Members.
2. The Member Managers are hereby authorized and required to execute all documents, instruments, reports, tax returns, certificates and affidavits required by any federal, state or local government in connection with or by reason of the liquidation and dissolution of the Company including, but not limited to the filing of Articles of Dissolution with the Florida Department of State.
3. All liabilities and obligations of the Company will be paid or discharged, or that adequate provision will be made therefor. As soon as practical, the Company, by its duly authorized Member Managers, will distribute all of its assets, subject to any unpaid liabilities, to the Members in redemption and cancellation of all the outstanding membership interests of the Company.
4. After payment of the Company's debts, or provisions made therefor, the Member Managers of the Company shall distribute all of the remaining property of the Company in complete cancellation and redemption of all of its issued and outstanding membership interests, such distribution to be made as promptly as practicable and, in any event, not later than April 30, 2015.
5. The distribution of the assets shall be made to the Members of the Company on the following conditions: (a) that on demand made by the Member Managers, the Members shall surrender, for cancellation, the certificate or certificates, if any, evidencing the Members' ownership of membership interests in the Company; and (b) such distribution shall be in complete satisfaction of the rights of the Members as a member of the Company.
6. The Member Managers and/or Bruce P. Chapnick, as the Company's Authorized Representative are hereby authorized and empowered to do such acts and to take such steps as may be necessary or convenient to carry these resolutions into

affect, including, but not limited to, the execution of such instruments and documents as may be required to vest title to the assets of the Company in the Members.

7. Upon the completion of all distributions and in the liquidation of all of the assets of the Company, if any, subject to all of the liabilities of the Company, if any, the Member Managers and/or Bruce P. Chapnick, as the Company's Authorized Representative are hereby authorized and directed to file Articles of Dissolution with the appropriate authorities of the State of Florida, and to undertake and perform such acts and duties as may be required of the Company, to complete the winding up of the affairs and the dissolution of the Company.

8. The Member Managers and the Members be, and they are hereby authorized, empowered and directed to proceed in accordance with the resolutions hereby adopted by the Members and the Managing Member, said Members and Member Managers being authorized to adopt any subsequent resolutions to effectuate the intent of the Members and Member Managers to liquidate the Company in accordance with this plan of liquidation.

9. The Members and Member Managers be, and they are each hereby authorized, empowered and directed to carry out the provisions of these resolutions, and to adopt any further resolutions that may be necessary in liquidating and dissolving the Company in accordance with the express intent of the Members and Member Managers under the plan of liquidation and dissolution adopted.

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GENERAL ENABLING RESOLUTION

BE IT HEREBY RESOLVED, that the Member Managers of this Company be, and each of them acting alone hereby is, authorized and empowered, in the name and on behalf of the Company, to take, or cause to be taken, any and all such actions (including, without limitation, the execution and delivery of notices, certificates and other instruments) as in the judgment of such Member Managers are necessary and appropriate to carry out the foregoing resolutions and consummate the transactions contemplated thereby; provided, however, that this resolution shall not be construed to authorize any action which is contrary to or inconsistent with any of the foregoing resolutions of these minutes.

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TALLAHASSEE, FLORIDA

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