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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Yachting Unlimited 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:

Erin Ackor

(Name of Person)

Moore & Company, P.A.

(Firm/Company)

355 Alhambra Circle, Suite 1100

(Address)

Miami, Florida 33134

(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Erin Ackor

(Name of Person)

at (

786

221-0600

) (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

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

1. The name of a limited liability company is

Yachting Unlimited LLC

2. The Articles of Organization were filed on 12/23/2005 and assigned document number L05000122382

3. The date the dissolution was approved: 9/18/2007

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 of the members of the limited liability company.

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. 608.4421.

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.

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

Signature

Printed Name

Erin Ackor, MOORE & COMPANY, P.A.

Erin Ackor - Attorney in Fact

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YACHTING UNLIMITED LLC
LIMITED POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that Yachting Unlimited LLC (hereinafter the "Company") has made, constituted and appointed, and by these presents does hereby makes, constitutes and appoints Moore & Company, P.A. (Michael Moore, Erin Ackor, Stephen Powell, Gail Wasserman and/or Tamara Carless), as true and lawful Attorneys-in-Fact and Liquidators of the Company, to do all things necessary on behalf of the Company, to effectuate the dissolution of the Company, and to execute all such other documents, including dating and documents required to accomplish the dissolution on behalf of the Company, and perform on behalf of the Company any and all acts as may be reasonably required to complete the dissolution of the Company.

BY: [Signature]
George Ilop, Sole Manager

STATE OF Florida)
COUNTY OF Broward) SS

Subscribed and sworn to before me this 4 day of March, 2007 by George Ilop, who is personally known to me or produced _____ as identification.

[Signature]
Notary Public

Notary Seal:



Syrenia J. Tello
Commission #DD298106
Expires: Mar 08, 2008
Bonded Thru
Atlantic Bonding Co., Inc.

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

YACHTING UNLIMITED LLC

Written resolutions of YACHTING UNLIMITED LLC, address of which is 2019 South West 20th Street, 232 Fort Lauderdale, Florida 33315 (the "Company"), passed in accordance with a meeting of the members whereby 100% of the membership interest in the Company was present, and in accordance with the Articles of Organization of the Company.

WHEREAS:

- (A) On December 23, 2005, George Llop, the manager of the Company (the "Manager"), filed the Company Articles of Organization with the Florida Secretary of State.
- (B) Subsequent to filing the Company Articles of Organization, the Manager, and Llop Land & Sea, LLC and Blue Water Alliance, the intended members of the Company (the "Members"), were unable to reach agreement on the operational structure of the Company and an Operating Agreement was never signed.
- (C) Based on the foregoing, the Company, after due consideration and careful evaluation, proposed the dissolution of the Company.
- (D) As a prerequisite to taking any further action as may be required to dissolve the Company, the Manager and the Members proposed to enter into a Settlement Agreement, of even date, detailing the Manager's and the Members' rights and liabilities to the Company with respect to the proposed dissolution (the "Settlement Agreement").
- (E) In connection with the proposed dissolution of the Company, the Company proposes to appoint Moore & Company, P.A., (Michael Moore, Erin Ackor, Stephen Powell, Gail Wasserman and/or Tamara Carless) as Attorney-in-Fact for the Company for the sole purpose of preparing and filing the Articles of Dissolution for the Company with the State of Florida, including any and all acts as may be required to complete the filing of the Articles of Dissolution on behalf of the Company. The Company, including its Manager and Members, acknowledges that Moore & Company, P.A. is the law firm representing Blue Water Alliance in the Company dissolution and waives any and all objections to Moore & Company, P.A. filing the Articles of Dissolution on behalf of the Company, including any and all acts that may be required to complete the filing of the Articles of Dissolution on behalf of the Company.
- (F) After thorough study and consideration, the Company has determined that it is advisable and in the best interests of the Company that the Company be dissolved in accordance with the law of the State of Florida governing the dissolution of limited liability companies, and in accordance with the proposed Settlement

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26 [Signature]

Agreement, and that the Company appoint Moore & Company, P.A. (Michael Moore, Erin Ackor, Stephen Powell, Gail Wasserman, and/or Tamara Carless) as Attorney-in-Fact to act for the Company for the sole purpose of preparing and filing the Articles of Dissolution for the Company in accordance with the foregoing terms:

NOW IT IS HEREBY RESOLVED THAT:

1. The Company be dissolved in accordance with the law of the State of Florida governing the dissolution of limited liability companies, and in accordance with the Settlement Agreement attached hereto as Exhibit 1;
2. The Company do give, enter into, make, sign, execute and deliver all such notes, deeds, agreements, letters, purchase letters, notices, certificates, acknowledgements, instructions, and other documents (whether of a like nature or not) (the "Ancillary Documents") as may in the sole opinion and absolute discretion of any Members of the Company, or any other party as nominated by the Members of Company, be considered necessary or desirable for the purpose of compliance with any condition precedent or the coming into effect of or otherwise giving effect to, consummating, or completing, or procuring the performance and completion of the dissolution of the Company, and that the Company do all such other acts and things as are in the sole opinion and absolute discretion of any Member of the Company, or any other party as nominated by the Members of the Company, necessary or desirable for the purposes aforesaid;
3. The Ancillary Documents be in such form and on such terms as the Members of the Company, in their absolute discretion and sole opinion approve, the Member's execution of the Ancillary Documents being due evidence for all purposes of the Company's approval of the terms thereof for and on behalf of the Company;
4. The Company appoint Moore & Company, P.A., (Michael Moore, Erin Ackor, Stephen Powell, Gail Wasserman and/or Tamara Carless) as Attorney-in-Fact for the Company for the sole purpose of preparing and filing the Articles of Dissolution of the Company with the State of Florida, including the performance of any and all acts deemed necessary to complete the preparation and filing of the Articles of Dissolution, including completing, signing, and filing any and all other documentation and Ancillary Documents that may be required in connection with preparing and filing the Articles of Dissolution for the Company. The Company, including its Manager and Members, acknowledges that Moore & Company, P.A. is the law firm representing Blue Water Alliance in the Company dissolution and waives any and all objections to Moore & Company, P.A. representing Blue Water Alliance and preparing and filing the Articles of Dissolution on behalf of the Company, including the performance of any and all acts that may be required to complete the preparation and filing of the Articles of Dissolution on behalf of the Company.

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[Handwritten signatures]

5. The Articles of Dissolution and any Ancillary Documents be valid, conclusive, binding upon and enforceable against the Company when executed and delivered in the manner aforesaid;
6. Any and all actions of the Company Manger and Members, and Moore & Company, P.A. (Michael Moore, Erin Ackor, Stephen Powell, Gail Wasserman and/or Tamara Carless) already taken in respect of the above matters, be and are hereby ratified, confirmed and accepted by the Company.

AS WITNESS WHEREOF, the undersigned has executed his name as the Manager of the Company this 4 day of April, 2007

By: George Llop, Manager

FURTHERMORE, the undersigned, being the Members of the Company, hereby consent to and approves the passing and adoption of the above written resolutions.

Signed by the Members of the Company

Barbara
Blue Water Alliance, Member
By:

Date

16/04/07

George Llop
Llop Land & Sea, LLC, Member
By: George Llop

Date

14.07

STATE OF Florida
COUNTY OF Broward

The foregoing instrument was acknowledged before me this 4 day of April, 2007, by George Llop, in his capacity as Manager of the Company and as manager of Llop Land & Sea, Member of the Company, who is personally known to me or has produced personally known as identification and did (did not) take an oath.

NOTARY PUBLIC

Name:

Syrenia J. Tello
Commission #DD298106
Expires: Mar 08, 2008
Bonded Thru

My Commission expires:

STATE OF Florida
COUNTY OF Broward

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