

L01000000023

(Requestor's Name)

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(City/State/Zip/Phone #)

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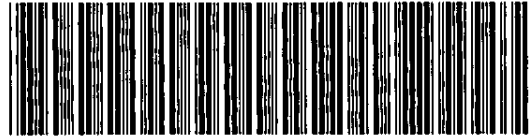
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N. Gungor

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**Please reply to Boca Raton**

December 3, 2014

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: NBT Enterprises, LLC / Document Number L07000000023

Gentlemen:

Enclosed are Articles of Dissolution for the referenced Florida entity together with our check in the amount of \$25.00, representing the filing fee for this document. Please file upon receipt and provide a file stamped copy for our records. A postage, prepaid self addressed envelope is enclosed.

Please contact us if you require anything additional.

Sincerely,



William S. Kramer

WSK/jhc

enclosure

**ARTICLES OF DISSOLUTION OF  
NBT ENTERPRISES, LLC  
A FLORIDA LIMITED LIABILITY COMPANY**

**PURSUANT** to Section 605.0707 of the Florida Statutes, under the Florida Revised Limited Liability Company Act, the undersigned company adopts these Articles of Dissolution.

**FIRST:** The name of the company is NBT ENTERPRISES, LLC, a Florida limited liability company ("Company").

**SECOND:** The effective date of the Company's dissolution shall be December 31, 2014.

**THIRD:** The occurrence that resulted in the Company's dissolution was the unanimous written consent of the Company's members and managers.

**FOURTH:** A written consent to dissolution of the company, entitled Agreement and Plan for Dissolution and Liquidation of NBT ENTERPRISES, LLC, has been signed by the sole member and manager of the Company and is attached hereto and made a part hereof as Exhibit "A".

**FIFTH:** All property, if any, of the limited liability company, will be used to satisfy debts, obligations and liabilities of the limited liability company. All remaining property, if any, will be distributed among its members in accordance with their respective rights and interests.

**SIXTH:** There are no suits pending against the limited liability company or adequate provision has been made, pursuant to insurance or the procedures described in Section 605.0712, for the satisfaction of any judgment, order or decree which may be entered against it in any pending suit.

NBT ENTERPRISES, LLC  
a Florida limited liability company

By: Norman B. Tomlinson, Jr.  
Norman B. Tomlinson, Jr.,  
Sole Member and Manager

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

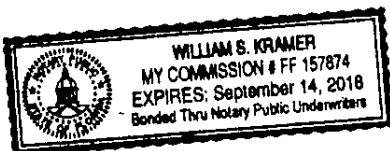
STATE OF FLORIDA

COUNTY OF Miami-Dade

The foregoing instrument was sworn to and acknowledged before me this 21 day of November, 2014, by Norman B. Tomlinson, Jr., sole member and manager of NBT Enterprises, LLC, on behalf of the company. He is personally known to me or has produced as identification.

[Signature]  
Notary Public

My Commission Expires:



## **EXHIBIT "A"**

### **AGREEMENT AND PLAN FOR DISSOLUTION AND LIQUIDATION OF NBT ENTERPRISES, LLC**

WHEREAS, the undersigned, being the sole member and manager of NBT Enterprises, LLC, a Florida limited liability company organized under the laws of the State of Florida, has determined that it would be advisable and in the best interests of the company and its members for the company to be dissolved, and hereby take the following actions by written consent in lieu of a Special Meeting pursuant to Section 605.0701(2) of the Revised Florida Limited Liability Company Act;

NOW, THEREFORE, be it:

1. RESOLVED that effective as of December 31, 2014, the sole member of NBT Enterprises, LLC, hereby consents to the dissolution of the company and to its liquidation pursuant to the Internal Revenue Code of 1986, as amended, and as the company's accountant deems advisable;

2. RESOLVED FURTHER, that the sole manager and member of NBT Enterprises, LLC is authorized and directed to take all actions necessary to wind up the affairs of the company, including the lease, sale, conveyance, or assignment of any or all of the company's assets and to execute any documents or instruments necessary and incident thereto;

3. RESOLVED FURTHER, that the sole manager and member of NBT Enterprises, LLC is authorized and directed to apply the assets, in cash or in kind, of the company to the payment of its known debts and obligations, and after disposing of the assets of the company and making suitable provisions for the payment of all of its known debts, the sole member and manager is authorized and directed to distribute the remainder of the company's assets, if any, to the members, in cash or in kind, according to his respective rights and interests;

4. RESOLVED FURTHER, that Norman B. Tomlinson, Jr., is appointed trustee in liquidation, and that the sole member and manager is 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 NBT Enterprises, LLC or on behalf of the company, including U.S. Treasury Department Form 966, if necessary, and Articles of Dissolution to be filed with the Florida Secretary of State;

5. RESOLVED FURTHER, that on completion of all liquidation actions, the sole member and manager of the company is hereby authorized and required to file all documents required by law to complete the winding up of the affairs and the dissolution of the company, including but not limited to the procedures described in Sections 605.0707, 605.0709, 605.0711

and 605.0712, of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned has hereunto signed and sealed this instrument.

EXECUTED this 21 day of November, 2014.

NBT ENTERPRISES, LLC  
a Florida limited liability company

By: Norman B. Tomlinson, Jr.  
Norman B. Tomlinson, Jr.,  
Sole Member and Manager