

L07000123021

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

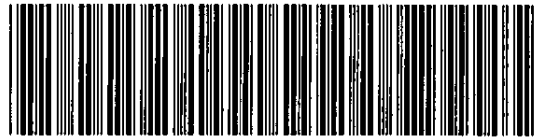
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2008 OCT 14 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

CS 10-15

SÁEZ & ASSOCIATES

PEDRO P. SÁEZ

ATTORNEYS AT LAW
777 BRICKELL AVENUE
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SONIA WILCZEWSKI, P.A.

VENEZUELA OFFICE:
Multicentro Empresarial
Macaracuay, Piso 8, Ofic. 7
Urbanización Macaracuay
Caracas, Venezuela 1061

October 10, 2008

Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: DECEMBER SEVENTEEN, LLC., a Florida limited liability company

Dear Sir or Madam:

Enclosed please find the following documents regarding the above referenced FL LLC.

1. Articles of Dissolution; and check no. 6357 in the amount of \$25.00 to cover your processing fees.

If you have any questions or comments, please do not hesitate to contact Pedro Saez, Esq.

Sincerely,
SAEZ & ASSOCIATES

By: 

Brenda Horrutinier, Legal Assistant

:bh
Enclosure

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: December Seventeen, 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:

Pedro P. Saez

(Name of Person)

Saez and Associates

(Firm/Company)

777 Brickell Avenue, Ste 1110

(Address)

Miami, FL 33131

(City/State and Zip Code)

For further information concerning this matter, please call:

Pedro P. Saez

(Name of Person)

at (305) 358-0028

(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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of a limited liability company is

December Seventeen, LLC

2. The Articles of Organization were filed on December 11, 2007 and assigned document number

L07000123021

3. The date the dissolution was approved: October 10, 2008

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).

~~Resolution approved by all the members consenting to dissolution~~

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

MARLEE MARTIZ-LEE

MARLEE MARTIZ-LEE

NAHIR DE GARRIDO

NAHIR DE GARRIDO

IVETTE GUERRERO

IVETTE GUERRERO

**RESOLUTION OF MEMBERS AUTHORIZING
LIQUIDATION AND DISSOLUTION OF
DECEMBER SEVENTEEN, LLC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the Members of December Seventeen, LLC. adopted a resolution to dissolve the Company by written consent dated July 25, 2008, and authorized the Board of Managers to take all actions necessary to dissolve and liquidate the Company;

BE IT RESOLVED, that the Members do hereby authorize and direct the Board of Managers of the Company to take all actions necessary to wind up and liquidate the business and affairs of the Company, including the leasing, sale, conveyance, or assignment of any or all of the Company's assets, and to execute any documents or instruments necessary and incident to the winding up and liquidation of the Company, including any reports, tax returns, certificates, and affidavits required by any federal, state, or local government, including the Internal Revenue Service, in connection with or by reason of the Company's liquidation.

FURTHER RESOLVED, that the Members authorize and direct the Board of Managers of the Company to distribute the assets of the Company in accordance with the terms and on the conditions set forth in the plan of liquidation that was adopted by the Members on July 25, 2008.

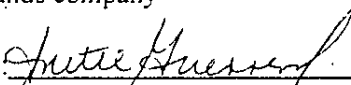
FURTHER RESOLVED, that the Manager of the Company is authorized and directed to file with the Florida Department of State all documents required by law to be filed in order to effect the dissolution of the Company.

The undersigned, being all of the Members of the Company, authorize, by their signatures, the foregoing resolution.

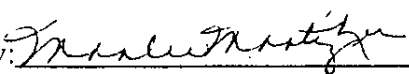
Executed on July 25, 2008, at Miami, Florida.

MEMBERS:

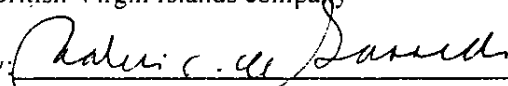
BRIDGE FALLS LTD., a British Virgin Islands company

By: 
Name: IVETTE GUERRERO
Title: DIRECTOR
Percentage of Membership Interests: 40%

KENSIE UNIVERSAL LTD., a British Virgin Islands company

By: 
Name: MARLEE MARTIZ-LEE
Title: DIRECTOR
Percentage of Membership Interests: 30%

CLARITY INVESTMENTS HOLDINGS LTD.,
a British Virgin Islands company

By: 
Name: NAHIR DE GARRIDO
Title: DIRECTOR
Percentage of Membership Interests: 30%

WRITTEN CONSENT OF BOARD OF MANAGERS
OF
DECEMBER SEVENTEEN, LLC.

FILED

2008 OCT 14 PM 1:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the Company is being dissolved pursuant to a resolution of dissolution adopted by its Members on July 25, 2008;

WHEREAS, the Board of Managers must adopt a plan of liquidation of the assets of the Company;

WHEREAS, a proposed plan of liquidation and distribution of assets has been presented to and considered by this Board; and

WHEREAS, this Board has determined that it is in the best interests of the Company and of its Members that the proposed plan be approved by this Board.

BE IT THEREFORE RESOLVED, that the proposed plan of liquidation, a copy of which is attached to this resolution, is approved.

The undersigned, being the sole Manager of the Company, authorizes, by his signature, the foregoing resolution.

Executed on Aug. 4, 2008, at Miami, Florida.

MANAGER:


Paolo Coniglio

**PLAN OF LIQUIDATION AND DISTRIBUTION OF ASSETS
OF
DECEMBER SEVENTEEN, LLC.**

Authorization for Dissolution

1. On July 25, 2008, a resolution was approved by the Members of the Company by written consent directing that the Company be liquidated and dissolved.

Approval and Adoption of the Plan

2. The Managers and Members of the Company have determined that it is in the best interests of the Company and of its Members that the liquidation of the Company and the distribution of its assets be made pursuant to a formal, written plan of liquidation and distribution, under which December Seventeen, LLC. shall be completely liquidated and dissolved, all of its known debts and liabilities shall be paid or otherwise provided for, and all of its remaining property and assets shall be distributed to its Members, according to their respective interests, in complete redemption and cancellation of all of the Company's Membership Interests. This plan shall become effective on the date on which it is approved and adopted by the vote or written consent of the Board of Managers. The date of approval and adoption of the plan is hereinafter called the "effective date."

Cessation of Business

3. After the effective date, the Company shall cease to carry on business, except to the extent necessary to properly wind up its affairs and to preserve the value of its business and assets pending liquidation and distribution.

Sale of Assets

4. After the effective date, the Managers of the Company shall transfer, assign or otherwise convey to the Members all of the Company's Membership Interests in and to Chapel Dome Investments, LLC., a Florida limited liability company, and the Company shall dispose of all other assets of the Company upon the terms and conditions and for the consideration that the Board of Managers deems reasonable and in the best interests of the Company and of its Members. Any Manager of the Company may execute any instruments that are necessary to transfer title to the property and assets.

Payment of Debts and Liabilities

5. Prior to making any distribution of corporate assets to the Members, the Board of Managers shall pay all of the known or ascertainable debts and liabilities of the Company and shall set aside the sum of \$ _____ to be used for the payment of unascertained or contingent liabilities and expenses of the Company, including liabilities for taxes and expenses of liquidation and dissolution. Any amount remaining in the reserve fund after payment of these liabilities and expenses shall be distributed to the shareholders according to their respective interests.

Distribution of Assets

6. After payment of, or provision for, all of the known debts and liabilities of the Company, the

Board of Managers of the Company shall distribute the remaining assets of the Company to the Members of record in the following manner: (1) with respect to any cash, by distributing to each Member a proportion of the cash equal to the proportion that the Membership Interests owned by the Member on the effective date bears to the total issued and outstanding Membership Interests of the Company; and (2) with respect to assets other than cash, by distributing to each Member an undivided interest in each of the assets equal to the proportion that the Membership Interests owned by the Member on the effective date bears to the total issued and outstanding Membership Interests of the Company.

This distribution shall be made to the Members on the following conditions: (1) that, on demand made by the Board of Managers, each Member properly endorse and surrender, for cancellation, the certificate or certificates evidencing ownership of the shareholder's Membership Interests; and (2) that the distribution shall be in complete satisfaction of the rights of each Member as a member of the Company.

Powers of Board of Managers

7. The Board of Managers of the Company shall carry out the provisions of this plan and shall take all actions that are necessary or advisable to effect the complete liquidation of the Company and its dissolution, including the execution of such instruments as may be required to vest title to the assets in the Members and the execution of all documents required by law to be filed to effect the dissolution of the Company.

Dated: Aug 4, 2008.