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(City/State/Zip/Phone #)

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11 MAR 28 PM 12:22

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

T. HAMPTON  
MAR 29 2011  
EXAMINER

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Flying Cow Polo Club, 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:

Jaimie Paul

(Name of Person)

McDonald Hopkins, LLC

(Firm/Company)

505 S. Flagler Drive, #300

(Address)

West Palm Beach, Florida 33401

(City/State and Zip Code)

For further information concerning this matter, please call:

Jaimie Paul

(Name of Person)

at (

561

) 472-2121  
(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

March 23, 2011

**VIA U.S. MAIL**

Florida Department of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

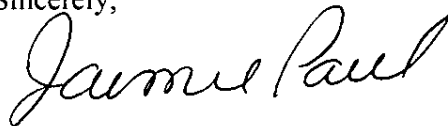
**Re: Flying Cow Polo Club, LLC**

Dear Sir or Madam:

Enclosed please find the Articles of Dissolution for filing with the State in connection with the above-referenced matter. Also enclosed is a check in the amount of \$25.00 representing your fee herein. **If you are unable to file the Articles for ANY reason, please call me immediately at 561-472-2965.**

Please return acknowledgement of this filing in the enclosed stamped, self-addressed envelope. Thank you for your assistance in this matter and if you have any questions, please do not hesitate to contact me.

Sincerely,



Jaimie Paul, F.R.P.  
Paralegal

Enclosures

ARTICLES OF DISSOLUTION  
FOR  
A LIMITED LIABILITY COMPANY

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

11 MAR 28 PM 12:22

1. The name of a limited liability company is  
Flying Cow Polo Club, LLC

2. The Articles of Organization were filed on 12/20/07 and assigned document number  
L07000126288

3. The date the dissolution was approved: March 15, 2011

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).

A majority of the members of the company approved the dissolution of the Company on March 15, 2011.

The number of votes cast by the members of the Company for dissolution was sufficient for approval of that action

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

Pamela K Cuzzort  
Wayne Garrison

Pamela Cuzzort, as Managing Member of of Everglades Polo Club, LLC

Wayne Garrison, as Managing Member of of Jan Pamela Farms, LLC

FILING FEE: \$25.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ACTION BY WRITTEN CONSENT OF THE MEMBERS OF  
FLYING COW POLO CLUB, LLC  
MARCH 15, 2011**

11 MAR 28 PM 12:22

The undersigned, being all of the members of Flying Cow Polo Club, LLC, a Florida limited liability company (the "Company"), do hereby consent to, adopt and ratify the following resolutions, in writing, without a meeting:

WHEREAS, it has been determined to be in the best interests of the Company and its members that the Company be dissolved.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that the dissolution of the Company is hereby authorized and that McDonald Hopkins LLC is hereby directed to: prepare such documentation as may be determined to be necessary or appropriate in order to dissolve the Company pursuant to Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, including, without limitation, preparing and filing a Certificate of Dissolution with the Florida Secretary of State as soon as practicable.

RESOLVED, that G. Boone Stribling, as Manager (the "Manager") shall be responsible for overseeing the winding up and dissolution of the Company, shall take full account of the Company's assets and liabilities, and shall apply and distribute the assets in kind or distribute the proceeds therefrom in the following order and priority:

1. First, to the payment of the expenses of liquidation and the expenses, debts and liabilities of the Company, excluding any loans or advances that may have been made by the Members to the Company after the effective date of the Operating Agreement pursuant to the provisions of Section 3.5 therein;
2. Next to the repayment of any loan or advances that may have been made by any Member after the effective date of the Operating Agreement (including the Loans) to the Company, but if the amount available for such repayment shall be insufficient, then pro rata on account thereof;
3. Then to the establishment of any reserves deemed necessary by the Manager or the liquidating trustee for any contingent liabilities or obligations of the Company; and
4. The balance to the Members in proportion to their respective positive Capital Account balances (as determined after giving effect to all contributions, Distributions and allocations for all Fiscal Years of the Company, including the Fiscal Year during which the dissolution of the Company occurs).

RESOLVED, that before the assets of the Company are distributed, the Manager shall file tax returns and pay tax obligations as required by Florida Statutes.

RESOLVED, that the Manager is hereby authorized and directed to take any and all actions that are deemed necessary or desirable in connection with the intent and purposes of the foregoing resolutions and to execute and deliver any and all other documents, instruments or certificates

deemed necessary in connection with the foregoing resolutions, including, without limitation, the termination of leases with Everglades Polo Club, LLC and Jan Pamela Farms, LLC, and that the signature of the Manager on any such document, instrument or certificate shall be conclusive evidence as to the approval by the Company and its members of the form and substance thereof.

This Action may be executed in multiple counterparts, each of which shall be deemed an original and all of which constitute one action, and the signature of any of the undersigned to any counterpart shall be deemed to be a signature to, and may be appended to, any other counterpart. Delivery of this Action may be made by facsimile or portable document format (pdf), and such signatures shall be treated as original signatures for all applicable purposes. Capitalized terms used but not defined herein shall have the meanings set forth in the Operating Agreement.

**MEMBERS:**

**JAN PAMELA FARMS, LLC**

By: Wayne Garrison  
Wayne Garrison, as Managing Member

**EVERGLADES POLO CLUB, LLC**

By: Pamela K Cuzzort  
Pamela Cuzzort, as Managing Member

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