

L 09000104419

Florida Department of State
Division of Corporations
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Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (561)694-8107
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**LLC DISSOLUTION OR WITHDRAWAL
CELEBRATION EASTLAWN LLC**

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March 24, 2015

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CELEBRATION EASTLAWN LLC
1110 BRICKELL AVENUE, STE. 310
MIAMI, FL 33131

SUBJECT: CELEBRATION EASTLAWN LLC
REF: L09000104419

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Effective January 1, 2014, all limited liability company forms must be submitted in accordance with the Revised Limited Liability Company Act, Chapter 605, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Tim Burch
Regulatory Specialist II

FAX Aud. #: H15000072604
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ARTICLES OF DISSOLUTION**Article I**

The name of this Florida limited liability company is Celebration Eastlawn LLC

Article II

These Articles of Dissolution shall be effective March 24, 2015.

Article III

The Company's dissolution was authorized by its members, and the number of votes cast for dissolution was sufficient for approval.

Article IV

All debts, obligations and liabilities of the Company have been paid or discharged, or adequate provision has been made for such payment or discharge pursuant to Section 605.0711, Florida Statutes.

Article V

All the remaining property and assets of the Company have been distributed or will be distributed among its members in accordance with their respective rights and interests and the requirements of Section 605.0710, Florida Statutes.

Article VI

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 that may be entered against the Company in any pending suit.

Article VII

In pursuant to Section 605.0707, Florida Statutes, the Company is no longer in existence due to no business activity being performed.

Each of the Company executed these Articles of Dissolution on the date shown below.

Date: 3/24/2015

Printed Name: _____

Printed Title: _____

Printed Name: _____

Printed Title: _____

Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
(561) 694-8107

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15 MAR 24 PM 4:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WRITTEN CONSENT BY THE
MEMBERS AND THE MANAGERS
OF
CELEBRATION EASTLAWN LLC
IN LIEU OF SPECIAL MEETING

The undersigned, being the sole MEMBER and the MANAGERS of CELEBRATION EASTLAWN LLC, a limited liability company organized and existing under the laws of the State of Florida ("Company"), do hereby agree, consent to, adopt and order the following corporate action effective as of the date of March 2015.

RESOLVED, that the sole Member and the Managers of the Company hereby consent to the dissolution and liquidation of the Company; and

RESOLVED, that the Articles of Dissolution in substantially the form presented to the undersigned is hereby approved and accepted, and that the Managers of the Company are authorized and directed to cause to be filed with the Florida Department of State said Articles of Dissolution; and

RESOLVED, that the Company shall liquidate and distribute any and all of its assets of any kind whatsoever to its sole Member, if any, in accordance with its respective rights and interests as soon as practicable, and that such assets be distributed and the dissolution be completed as soon as practicable; and

RESOLVED, that sole Member and the Managers of the Company be, and hereby are, authorized and directed to execute such assignments and conveyances, and to do and perform such acts as may be necessary or appropriate for the carrying out of the purposes of the foregoing resolutions; and

RESOLVED, that the sole Member and the Managers of the Company are hereby authorized to engage the services of such accountants, appraisers, attorneys and other professionals to provide advice and counsel to the Company in connection with any and all matters addressed in the previous resolutions as such officers shall deem necessary or advisable under the circumstances; and it is

FURTHER RESOLVED, that any and all actions heretofore or hereinafter taken by the Managers of the Company in connection with any and all of the matters discussed in the foregoing resolutions are hereby confirmed and ratified as properly authorized acts of the Company.

Dated this 16th day of March 2015.

MANAGERS:

Chaim Zaher

Adriana Baptista Cefali Zaher

MEMBER:

TCA Participacoes Ltd, Sole Member
By: Chaim Zaher, its Director

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TALLAHASSEE, FLORIDA

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PLAN OF COMPLETE LIQUIDATION
AND DISSOLUTION
OF

CELEBRATION EASTLAWN LLC

1. **Plan of Liquidation.** This Plan of Liquidation and Dissolution (the "Plan") is intended to accomplish the complete liquidation and dissolution of **CELEBRATION EASTLAWN LLC**, a Florida limited liability company (the "Company") through the distribution of all the Company's assets to its MEMBERS in complete liquidation of the Company. Such liquidation and dissolution shall be accomplished in the manner stated in this Plan.

2. **Approval.** This Plan will be considered adopted by the Company when approved by the Members of the Company.

3. **Liquidation Period.** The "Liquidation Period" shall mean the period in which the Company shall liquidate and distribute any and all of its assets of any kind whatsoever to its members in accordance with his, her or its respective rights and interest. The period in which such assets shall be distributed, and the dissolution, shall be completed as soon as practicable.

4. **Abandonment.** Upon the approval of the Plan by the Member of the Company, the Managers of the Company may not, without further action by the Member, abandon this Plan.

5. **Winding Up of Business.** During the Liquidation Period, the Company shall continue its business to the extent necessary to collect accounts receivables, pay liability, and otherwise conduct business consistent with the objective of the Company to distribute all of its assets to its Member and wind up its affairs.

6. **Final Distribution of Assets.** Not later than the end of the Liquidation Period, all assets of the Company not previously distributed shall be distributed to the sole Member of the Company. In no event shall any amount be retained by the Company beyond the end of the Liquidation Period to meet the claims of the sole Member with respect to its Units.

7. **Cancellation of Outstanding Units.** Each of the foregoing distributions in complete liquidation shall be solely in exchange for, in complete redemption and cancellation of, and in payment for, all of the outstanding Units of the Company. The Member shall surrender or void their certificate for such Units as determine by the Managers for recording the receipt of distributions prior to the final distribution.

8. **Filing.** Within thirty (30) days from the date of the adoption of this Plan, the Managers shall file, through the accountant of the Company, with the Treasury Department any form or return that may be required by the IRS, adopting this Plan, if any.

Upon the final distribution of all of the assets of the Company, the Manager of the Company shall instruct the Company's accountants to close the books of the Company and to prepare and timely file a final income tax return and a final state income tax return on behalf of the Company, and such other forms as are appropriate, if any.

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TALLAHASSEE, FLORIDA

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9. State Filing Requirements. After all of the assets of the Company have been distributed in complete redemption of the Member, the either one of the Managers of the Company shall cause to be filed with the Florida Department of State, Division of Companies, the necessary documents pursuant to the appropriate Florida Statutes, as the statute presently exists or as may be amended, to effect a complete statutory dissolution of the Company, and to do such other actions as are required including filing all necessary documents.

10. Authorization of Necessary Acts. Any Manager of the Company shall have the power to adopt all resolutions and execute all documents, and each is authorized, empowered and directed to file all papers and take whatever action as he or she may deem necessary or desirable for the purposes of effecting the complete liquidation and dissolution of the Company, and for carrying out the other purposes and intentions of the Plan.

IN WITNESS WHEREOF, the undersigned MEMBERS and MANAGERS have executed on 16th day of March, 2015, the foregoing written consent for the purpose of giving consent thereto.

Witnesses:

Dated this 16th day of March 2015.

MANAGERS:

Chaim Zaher

Adriana Baptiston Cefali Zaher

MEMBER:

TCA Partnership, Ltd. Sole Member
By: Chaim Zaher, its Director

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TALLAHASSEE, FLORIDA

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