

L09000117883

(Requestor's Name)

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(Address)

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☐ PICK-UP

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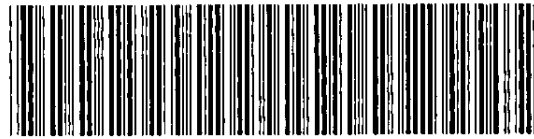
(Business Entity Name)

(Document Number)

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2010 SEP -9 AM 11:03  
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TO ACKNOWLEDGE  
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B. KOHR  
SEP - 9 2010  
EXAMINER

FILED  
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DIVISION OF CORPORATIONS  
10 SEP -9 PM 1:25



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 503722 4305461

AUTHORIZATION

COST LIMIT : \$ 25.00

*[Handwritten Signature]*

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DIVISION OF CORPORATIONS  
10 SEP -9 PM 1:25

ORDER DATE : September 8, 2010

ORDER TIME : 8:52 AM

ORDER NO. : 503722-005

CUSTOMER NO: 4305461

DOMESTIC FILINGS

NAME: GALIC - TUSCANY RIDGE, LLC

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Doreen Wallace - EXT# 2928

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF DISSOLUTION  
FOR  
A LIMITED LIABILITY COMPANY

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DIVISION OF CORPORATIONS  
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1. The name of a limited liability company is  
GALIC - TUSCANY RIDGE, LLC

2. The Articles of Organization were filed on 12/10/2009 and assigned document number  
L09000117883

3. The date the dissolution was approved: 8/1/2010

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 written consent authorizing the dissolution was executed by the  
member of the company.

5. CHECK ONE:

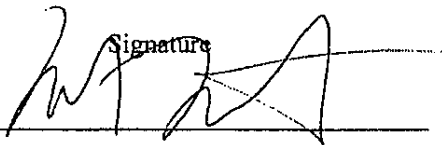
- ☒ All debts, obligations and liabilities of the limited liability company have been paid or discharged.  
-OR-  
☐ Adequate provision has been made for the debts, obligations and liabilities pursuant to s. 608.4421.

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

Great American Life Insurance  
Company

By: Mark F. Muething

**JOINT ACTION IN WRITING  
BY THE MEMBER AND MANAGER OF  
GALIC – TUSCANY RIDGE, LLC**

The undersigned, being the Manager and the sole member of GALIC – Tuscany Ridge, LLC, a Florida limited liability company (the “Company”), hereby execute this unanimous consent in writing in accordance with Section 608.4231 of the Florida Statutes in lieu of a Special Meeting, with waiver of notice having been duly given, effective as of the 1st day of August, 2010:

WHEREAS, the undersigned Manager and member, after due deliberation, have determined that it is in the best interests of the Company, its creditors and its member to completely liquidate the corporate assets and to dissolve the Company pursuant to a Plan of Dissolution attached hereto as Exhibit A (the “Plan”) and has submitted the dissolution proposal to the undersigned for approval or disapproval;

NOW, THEREFORE, BE IT

RESOLVED, that the Plan for the complete liquidation and dissolution of the Company is hereby approved and adopted; and BE IT

FURTHER RESOLVED, that any one (1) or more of the officers of the Company be, and they hereby are, authorized and directed, on behalf of the Corporation, to execute and file with the Secretary of State of the State of Florida articles of dissolution together with all other ancillary agreements, acknowledgments, certificates, affidavits or other documents that such officer or officers may deem necessary or appropriate to give full force and effect to the purposes of the Plan and the foregoing resolutions; and BE IT

FURTHER RESOLVED, that any one (1) or more of the officers of the Company be, and they hereby are, authorized and directed to take (or to cause to be taken) any and all actions that such officer or officers may deem necessary or appropriate to give full force and effect to the purposes of the Plan and the foregoing resolutions.

This Action By Unanimous Written Consent may be executed in counterparts.

*[Remainder of page intentionally left blank. Signature page to follow.]*

IN WITNESS WHEREOF, the undersigned have hereunto set their respective hands effective  
as of the date and year first above written.

**MANAGER:**

GREAT AMERICAN LIFE INSURANCE  
COMPANY



By: \_\_\_\_\_

Name: MARK F. MUETHING

Its: Executive Vice President

**MEMBER:**

GREAT AMERICAN LIFE INSURANCE  
COMPANY



By: \_\_\_\_\_

Name: MARK F. MUETHING

Its: Executive Vice President

**EXHIBIT A**

See attached.

**PLAN OF DISSOLUTION  
OF  
GALIC - TUSCANY RIDGE, LLC**

This Plan of Dissolution is for the purpose of effecting the complete dissolution of GALIC - Tuscany Ridge, LLC, a Florida limited liability company (the "Company"), in accordance with Section 608.441 of the Florida Statutes and Section 331 of the Internal Revenue Code of 1986, as amended, pursuant to the following steps:

1. Approval by Manager and Member. The Plan of Dissolution has been approved by the Manager of the Company (the "Manager") and the sole member of the Company (the "Member"), by written consent dated August 1, 2010. The Plan of Dissolution is effective as of August 1, 2010 (the "Effective Date").

2. Asset Disposition. Upon the Effective Date, the Company shall distribute all of its assets, if any, after discharge of its liabilities, to the Member in accordance with the Operating Agreement of the Company.

3. Liabilities. The Manager, the Member, and the officers of the Company ("Knowledgeable Parties") have been asked by legal counsel, as of the Effective Date, to verify the descriptions of all liabilities of the Company, whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or anticipated. If, prior to the Effective Date, any Knowledgeable Party should become aware of any other liabilities not previously disclosed, such person shall immediately inform the Manager. The Company shall pay and discharge all such liabilities, other than liabilities that are contingent, unmatured or disputed in amount, as and when due, as soon as possible after the Effective Date.

4. Distribution and Transfer of Assets. After the Effective Date and as deemed appropriate by the Manager, the Company shall be legally dissolved by appropriate proceedings, including but not limited to: (i) filing articles of dissolution (the "Articles of Dissolution") with the Department of State of the State of Florida pursuant to Section 608.445 of the Florida Statutes, (ii) providing written notice of the liquidation to all persons having a claim against the Company and proceeding to dispose of the claims against it in accordance with Section 608.4421 of the Florida Statutes, (iii) withdrawing from the jurisdictions in which it is qualified to do business, and (iv) distributing all assets remaining for distribution to the Member in liquidation to the Member in accordance with Section 2 above. This Plan may be abandoned by resolution duly adopted by the Member.

5. Further Business. After the Effective Date, the Company shall not engage in any business activities other than incident to the collection, maintenance, preservation of value and the resolution and payment of its obligations and liabilities and the distribution of the net assets to the Member. The Manager shall act solely for the purpose of winding up the business and affairs of the Company and shall take no action whatsoever which is inconsistent with the Company's status as a Company in liquidation.

6. Authorization of Necessary Acts. The Manager shall carry out and consummate this Plan of Dissolution and shall have power to adopt all resolutions, execute all documents,

incur and pay all expenses, file all papers (including, without limitation, the Articles of Dissolution with the Department of State of the State of Florida), abandon, release, or otherwise dispose of without consideration any and all claims or other assets of the Company that cannot practicably be collected, sold, or distributed to the Member, and take all other actions that it may deem necessary or desirable for the purpose of effecting the liquidation of the Company and the complete liquidation of its business, assets and affairs.

7. Tax Returns and Other Documents. The Manager shall further execute and file all appropriate final income, license, property and such other tax returns and documents required by applicable law.