

**L10000085557**

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(Requestor's Name)

\_\_\_\_\_  
(Address)

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(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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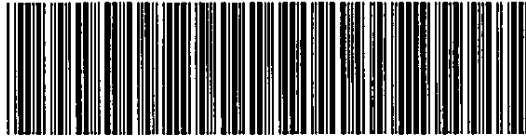
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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J. BRUCE

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Heritage Oaks Senior Housing, 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:

Theresa M. Kenney, Esq.

(Name of Person)

Duss, Kenney, Safer, Hampton & Joos, P.A.

(Firm/Company)

4348 Southpoint Blvd, Suite 101

(Address)

Jacksonville, FL 32216

(City/State and Zip Code)

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For further information concerning this matter, please call:

Theresa M. Kenney, Esq at 904 543-4300

(Name of Person)

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee and Certificate of Dissolution

☐ \$55.00 Filing Fee, Certificate of Dissolution &  
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**

1. The name of a limited liability company is

Heritage Oaks Senior Housing, LLC

2. The Articles of Organization were filed on 8/13/2010 and assigned

document number L10000085557

3. The delayed effective date the dissolution if not effective on the date of filing: \_\_\_\_\_  
(effective date cannot be prior to or more than 90 days later than date document is received for filing)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

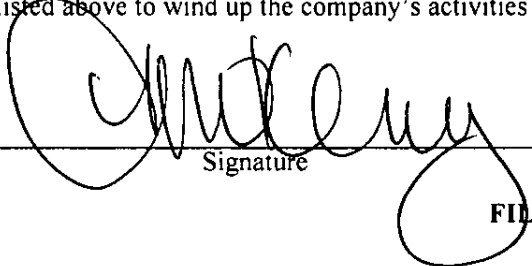
4. A description of occurrence that resulted in the limited liability company's dissolution pursuant to section 605.0707, Florida Statutes, (copy 605.0707 on back cover letter).

The consent of the sole member

5. If there are no members, enter the name and address of the person appointed to wind up the company's activities and affairs:

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6. Signature of an authorized person or if there are no members, the signature of the person appointed and listed above to wind up the company's activities and affairs:

  
Signature

Theresa M. Kenney, as Authorized Representative

Printed Name

**FILING FEE: \$25.00**

### CERTIFICATE OF COMPANY RESOLUTION RE: DISSOLUTION

The undersigned, Executive Vice President and Chief Financial Officer of Allegro Senior Living, LLC, a Delaware limited liability company, which company is the Manager and sole Member Heritage Oaks Senior Housing, LLC, a Florida limited liability company (the "Company"), hereby certifies that Allegro Senior Living, LLC, a Delaware limited liability company ("ASL"), at a meeting held on October 22, 2015 after proper notice or the waiver thereof, and in accordance with the Articles of Organization and Operating Agreement of the Company, has adopted the following resolution:

RESOLVED, that in the judgment of the Managing Member/Manager and the sole Member of the Company, it is deemed desirable and advisable to dissolve this Company forthwith in the manner prescribed by Florida Statutes Section 605; and

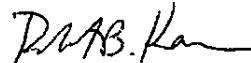
RESOLVED, that in the judgment of the Managing Member/Manager and the sole Member of the Company there are no known just debts or valid obligations of the Company, which as of the date of hereof remain unsatisfied or disposed; and

RESOLVED FURTHER, Robert B. Karn, Executive Vice President and Chief Financial Officer of ASL as Managing Member/Manager of the Company appoints Theresa M. Kenney, Esq. who is hereby authorized and directed to execute (or cause the execution of) Articles of Termination of the Company showing the adoption of these resolutions and that she cause such Articles of Termination to be filed in the office of the Secretary of State, and that she will take such further action as may be required to effect the dissolution of the Company, and wind up its business and affairs.

The undersigned further warrants and certifies as follows:

1. That the foregoing resolutions have not been amended or rescinded and remain in full force and effect on the date hereof.
2. No corporate seal is necessary or required on any document executed on behalf of the Company in order to constitute a valid and binding obligation of the Company.
3. Evidence of Member consent to this *Resolution Re: Dissolution* of the Company is set forth below.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Company Resolution Re: Dissolution to be executed this 22 day of October, 2015.



Print Name: Robert B. Karn

Title: Executive Vice President and Chief Financial Officer

### MEMBER CONSENT TO RESOLUTION

Consented and Agreed by the sole Member:

Allegro Senior Living, LLC, a Delaware limited liability company,



Robert B. Karn

Its: Executive Vice President & Chief Financial Officer  
As to 100 % interest

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