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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)617-6383

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
Fax Number : (850)878-5368

LLC DISSOLUTION OR WITHDRAWAL
QUINCY PLACE, LLC

Certificate of Status	0
Certified Copy	0
Page Count	12
Estimated Charge	\$25.00

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DEC - 5 2013

T. HAMPTON

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Quincy Place, LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kanthamani Ravichandran
(Name of Person)

FDIC
(Firm/Company)

8800 Baymeadows Way West
(Address)

Jacksonville, FL-32256
(City/State and Zip Code)

For further information concerning this matter, please call:

Kanthamani Ravichandran at (904) 256-3875
(Name of Person) (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

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ARTICLES OF DISSOLUTION
FOR
A LIMITED LIABILITY COMPANY

1. The name of a limited liability company is
Quincy Place, LLC

2. The Articles of Organization were filed on 01/24/13 and assigned document number
L10000128670

3. The date the dissolution was approved: 11/18/13

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).

See attached Unanimous Consent to dissolve 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
	<u>Barry Kertzner</u>
<hr/>	<hr/>
<hr/>	<hr/>
<hr/>	<hr/>
<hr/>	<hr/>

FILING FEE: \$25.00

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UNANIMOUS WRITTEN CONSENT
OF ALL MEMBERS OF
QUINCY PLACE ASSET HOLDINGS, LLC
July 16, 2013

The undersigned, together being all of the Members of QUINCY PLACE ASSET HOLDINGS, LLC, an Alabama limited liability company ("Company"), consent to the following actions taken pursuant to the authority conferred by the Company's Operating Agreement and the Laws of the State of Alabama:

WHEREAS, on October 19, 2012, GulfSouth Private Bank (the "Institution") was closed by the Florida Office of Financial Regulation and the Federal Deposit Insurance Corporation was appointed as receiver of the Institution ("Receiver");

WHEREAS, the Receiver, together with the Farmers Exchange Bank, Summit Bank, N.A. and Bank of Vernon (collectively, "Members"), own all of the membership interests in the Company in the following proportions: Summit Bank, NA (18.6%), Farmers Exchange Bank (21.9%), Bank of Vernon (8.6%) and the Receiver (50.9%);

WHEREAS, the Members, as participants, owned all of the interests in a loan in the original amount of \$6,088,110.94 ("Loan") made to Quincy Place, LLC ("Quincy") ("Loan"), which loan was secured by the Property;

WHEREAS, the Members' participation interests in the Loan are the same as their membership interests in the Company;

WHEREAS, the Company, as the sole member, owns 100% of the ownership interests and membership units in Quincy, a Florida limited liability Company;

WHEREAS, the Members, in all of their capacities described above, individually and collectively agree to these resolutions;

WHEREAS, the Members agree to sell the property described in Exhibit A ("Property"), which Property constitutes substantially all of the assets of the Company and of Quincy;

NOW, THEREFORE BE IT RESOLVED, by the Members, that the Company accept the bid submitted by Resort Development of Destin, Inc. ("Purchaser"), as solicited through a bidding process conducted by the Receiver on behalf of the Company;

FURTHER RESOLVED, by the Members, that the Company sell the Property to the Purchaser in accordance with the terms of a purchase and sales contract substantially in the form of the contract attached as Exhibit B to these resolutions ("Sales Agreement") and the Members hereby approve such sale and such Sales Agreement;

FURTHER RESOLVED, by virtue of their respective authorities, that each Member and Manager represents that it has the authority to sign and approve this Resolution in the capacity indicated below, as well as to execute the Sales Agreement;

FURTHER RESOLVED, by the Members, that the Manager will engage the services of the Mead Law Firm ("Mead") to handle title and closings issues associated with the sale of the Property, or such other law firm as the Manager deems necessary or appropriate;

EXHIBIT A

FURTHER RESOLVED, by the Members, that any previous appointment or election of any managers or officers of Quincy are hereby revoked, and the Receiver is hereby appointed as the Managing Member of Quincy;

FURTHER RESOLVED, by the Members, that subsequent to the sale of the Property, the Managing Member is authorized to take all steps necessary to dissolve Quincy;

FURTHER RESOLVED, by the Members, that any act taken or deed done by the Manager or its agents in accordance with these resolutions or to facilitate the actions contemplated by these resolutions is approved, ratified, confirmed, and adopted and that the Manager and its agents are authorized to take and do such further acts and deeds and to execute and deliver for and in the name of the Company such other documents, papers, and instruments as they deem to be necessary, appropriate, advisable, or required in order to effectuate the purpose and intent of these resolutions and to consummate the actions contemplated by these resolutions, and the making of any such documents, papers, and instruments is approved, ratified, confirmed, and adopted; and

FURTHER RESOLVED, that this action will be filed with the records of the Company.

IN WITNESS WHEREOF, the undersigned have executed this action as of the date written above.

QUINCY PLACE ASSETS HOLDINGS, LLC
BY ITS MEMBERS AND ITS MANAGER

Farmers Exchange Bank, Member

By: _____
Its: _____

Summit Bank, N.A., Member

By: _____
Its: _____

Bank of Vernon, Member

By: _____
Its: _____

By: Federal Deposit Insurance Corporation,
as Receiver for GulfSouth Private Bank,
Member and Manager

By: 
Its: Attorney-in-Fact

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UNANIMOUS WRITTEN CONSENT
OF ALL MEMBERS OF
QUINCY PLACE ASSET HOLDINGS, LLC
September 10, 2013

The undersigned, together being all of the Members of QUINCY PLACE ASSET HOLDINGS, LLC, an Alabama limited liability company ("Company"), consent to the following actions taken pursuant to the authority conferred by the Company's Operating Agreement and the Laws of the State of Alabama:

WHEREAS, on October 19, 2012, GulfSouth Private Bank (the "Institution") was closed by the Florida Office of Financial Regulation and the Federal Deposit Insurance Corporation was appointed as receiver of the Institution ("Receiver");

WHEREAS, the Receiver, together with the Farmers Exchange Bank, Summit Bank, N.A. and Bank of Vernon (collectively, "Members"), own all of the membership interests in the Company in the following proportions: Summit Bank, NA (18.6%), Farmers Exchange Bank (21.9%), Bank of Vernon (8.6%) and the Receiver (50.9%);

WHEREAS, the Members, as participants, owned all of the interests in a loan in the original amount of \$6,088,110.94 (in the same percentages as their Company membership interests) made to Quincy Place, LLC ("Quincy"), which Loan was secured by the Property ("Loan");

WHEREAS, the Company, as the sole member, owns 100% of the ownership interests and membership units in Quincy, a Florida limited liability Company, and Quincy holds the title to the Property;

WHEREAS, the Members, in all of their capacities described above, individually and collectively agree to the foregoing recitals and to the following Resolutions;

NOW, THEREFORE BE IT RESOLVED, by the Members, that the Property (described in Exhibit A herein), which Property constitutes substantially all of the assets of the Company and of Quincy, be sold;

FURTHER RESOLVED, by the Members, that the Company accept the bid submitted by Westdale Asset Management, Ltd. ("Purchaser") and hereby approve Quincy's sale of the Property's in accordance with the terms of a purchase and sales contract substantially in the form attached hereto as Exhibit B ("Sales Agreement");

FURTHER RESOLVED, by the Members, that the Managing Member is authorized to sign the Sales Agreement on behalf of Quincy, as well as to execute and deliver on behalf of the Company such other documents, papers, and instruments may be necessary, appropriate or advisable in order to consummate the Property sale in accordance with the Sales Agreement;

FURTHER RESOLVED, by virtue of their respective authorities, that each Member represents that it has the authority to sign and approve these Resolutions in the capacity indicated by its name below;

FURTHER RESOLVED, by the Members, that any act taken or deed done by the Manager or its agents in accordance with these resolutions or to facilitate the actions contemplated by these resolutions is approved, ratified, confirmed, and adopted and that the Manager and its agents are authorized to take and do such further acts and deeds and to execute and deliver for and in the name of the Company such other documents, papers, and instruments as they deem to be necessary, appropriate, advisable, or required in

order to effectuate the purpose and intent of these Resolutions; and to consummate the actions contemplated by these Resolutions, and the making of any such documents, papers, and instruments as approved, ratified, confirmed, and intended.

It is the intent and purpose of these Resolutions that these Resolutions will be filed with the records of this Company.

IN WITNESS WHEREOF, the undersigned have executed these Resolutions as of the date written above.

QUINCY PLACE ASSETS HOLDINGS LLC
BY ITS MEMBERS AND ITS MANAGER

Primer Exchange Bank Member

By: [Signature]
Its: CEO

Sunbank Bank, N.A. Member

By: _____
Its: _____

Bank of Vermont Member

By: [Signature]
Its: [Signature]

By: Federal Deposit Insurance Corporation,
as Receiver for Citibank Private Bank
Member and Manager

By: [Signature]
Its: Attorney in Fact

Raymond H. Fraser, Jr
"Attorney In Fact"

EXHIBIT A

(Property Description from Title)

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order to effectuate the purpose and intent of these Resolutions and to consummate the actions contemplated by these Resolutions, and the making of any such documents, papers, and instruments is approved, ratified, confirmed, and adopted;

FURTHER RESOLVED, that these Resolutions will be filed with the records of the Company.

IN WITNESS WHEREOF, the undersigned have executed these Resolutions as of the date written above.

QUINCY PLACE ASSETS HOLDINGS, LLC
BY ITS MEMBERS AND ITS MANAGER

Farmers Exchange Bank, Member

By: _____
Its: _____

Summit Bank, N.A., Member

By: *John ...*
Its: SENIOR VICE PRESIDENT

Bank of Vermont, Member

By: _____
Its: _____

By: Federal Deposit Insurance Corporation,
as Receiver for GulfSouth Private Bank,
Member and Manager

By: _____
Its: Attorney-in-Fact

EXHIBIT A

[Property Description from Title]

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EXHIBIT B

Purchase and Sales Contract

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SELLER:

**Quincy Place, LLC, a Florida
Limited Liability Company**

**By: Quincy Place Asset Holdings, LLC,
An Alabama Limited Liability Company,
Its Sole Member**

**By: Federal Benefit Insurance Corporation
As Receiver for GulfState Private Bank, Managing Member of
Quincy Place Asset Holdings, LLC**

[Signature] 9-11-2013
Date
FBIIC As Receiver for GulfState
Private Bank
By: **Raymond H. Fraser, Jr**
Its attorney-in-fact "Attorney In Fact"

**By: Summit Bank, N.A., Member of Quincy Place
Asset Holdings, LLC**

By: _____ Date _____
Jack Neumann
Its: Senior Vice President

**By Bank of Vernon, Member of Quincy Place
Asset Holdings, LLC**

By: *[Signature]* 9-16-13
Date
Lester Higgins **Joy H. Fraser**
Its: Chief Executive Officer *[Signature]*

**By: Farmers Exchange Bank, Member of Quincy Place
Asset Holdings, LLC**

By: *[Signature]* _____ Date _____
[Signature] **Greg Faison**
Its: Executive Vice President **CEO**

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The undersigned certify that this instrument has been prepared by me or on my behalf, is correct and approved by me or on my behalf, and is not a forgery or a copy of a forgery.

BY:

Quincy Place Bank, Member of Quinny Place Asset Holdings, LLC

By: [Signature] Quincy Place Bank, Member of Quinny Place Asset Holdings, LLC
Date: [Blank]

By: [Signature] Quincy Place Bank, Member of Quinny Place Asset Holdings, LLC
Date: [Blank]

By: [Signature] Quincy Place Bank, Member of Quinny Place Asset Holdings, LLC
Date: [Blank]

By: [Signature] Quincy Place Bank, Member of Quinny Place Asset Holdings, LLC
Date: [Blank]

By: [Signature] Quincy Place Bank, Member of Quinny Place Asset Holdings, LLC
Date: [Blank]

By: [Signature] Quincy Place Bank, Member of Quinny Place Asset Holdings, LLC
Date: [Blank]

By: [Signature] Quincy Place Bank, Member of Quinny Place Asset Holdings, LLC
Date: [Blank]

By: [Signature] Quincy Place Bank, Member of Quinny Place Asset Holdings, LLC
Date: [Blank]

By: [Signature] Quincy Place Bank, Member of Quinny Place Asset Holdings, LLC
Date: [Blank]

By: [Signature] Quincy Place Bank, Member of Quinny Place Asset Holdings, LLC
Date: [Blank]

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The undersigned certifies that the foregoing is a true and correct copy of this Addendum, is accepted and approved by Buyer and Seller, and is dated effective the ___th day of September, 2013.

SELLER:

Quincy Plaza, LLC, a Florida
Limited Liability Company

By: Quincy Plaza Asset Holdings, LLC,
AA Alabama Limited Liability Company,
its Sole Member

By: Federal Deposit Insurance Corporation
As Receiver for GulfState Private Bank, Managing Member of
Quincy Plaza Asset Holdings, LLC

[Signature] 9-11-2013
Date
By: **Raymond H. Fraser, Jr**
"Attorney In Fact"
Its attorney-in-fact

By: Summit Bank, N.A., Member of Quincy Plaza
Asset Holdings, LLC

By: *[Signature]*
Date
Its Senior Vice President

By: Bank of Vernon, Member of Quincy Plaza
Asset Holdings, LLC

By: *[Signature]* 9-10-13
Date
Its Chief Executive Officer

By: Farmers Exchange Bank, Member of Quincy Plaza
Asset Holdings, LLC

By: *[Signature]* 9-13
Date
Its Executive Vice President

ACCORDING TO PUBLIC RECORDS AND PUBLIC NOTARIES

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