

L13 0000 989 00

(Requestor's Name)

(Address)

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☐ PICK-UP

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Q. SILAS

11/29/21

Office Use Only



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10/22/21--01017--006 **60.00

2021 NOV 29 PM 2:45
RECEIVED
FEB 1 2022



RECEIVED
2021 NOV 29 PM 12:34

FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 3, 2021

DEVIN X. DUDLEY, ESQ.
50 NORTH LAURA STREET
SUITE 3000
JACKSONVILLE, FL 32202

SUBJECT: HURON SOPHIA JAX LLC
Ref. Number: L13000088800

We have received your document and check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Articles of Dissolution must be filed before a Notice of Dissolution can be filed. Please complete the enclosed dissolution form.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Querida R Silas
Regulatory Specialist II

Letter Number: 521A00026834

BURR • FORMAN LLP
results matter

Adam R. Smart
asmart@burr.com
Direct Dial (904) 232-7213
Direct Fax (904) 212-2003

Burr & Forman LLP
Bank of America Tower
50 North Laura Street
Suite 3000
Jacksonville, FL 32202

Office (904) 232-7200
Fax (904) 232-7201

BURR.COM

November 23, 2021

VIA FIRST CLASS MAIL

Querida R. Silas
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

**Re: Judicial Decree of Dissolution and Notice of Dissolution of Huron Sophia Jax LLC
and Felcher Smith Properties, LLC**

Ms. Silas:

This letter is in response to Letters 321A00026833 and 521A00026834, enclosed for your reference. As discussed with your supervisor, enclosed are two certified copies of the Amended Decree of Dissolution for Huron Sophia Jax, LLC and Felcher Smith Properties, LLC for filing. The decree covers both entities. However, I was not certain whether you needed a copy for each entity, or whether simply filing the Decree once will suffice so provided two copies. For your reference I have attached a copy of Fla. Stat. § 605.0705, which notes that in the case of a judicial dissolution, a certified copy of a decree of dissolution is to be filed by the Department of State.

I have also enclosed copies of Notices of Limited Liability Company Dissolution to be filed for each of Huron Sophia Jax, LLC and Felcher Smith Properties, LLC. You will see that the October 12, 2021 dissolution date on these notices comes from the first paragraph of the Amended Decree of Dissolution, which notes the original order of dissolution was entered on October 12, 2021.

We previously submitted the required fees, which I understand you still have. However, if additional fees are required, please let me know and we will provide them to you.

Sincerely,



Adam R. Smart, Esq.
Counsel

Querida R. Silas
November 23, 2021
Page 2

Enclosures

- 1) Certified Copies (2) of the November 3, 2021 Amended Decree of Judicial Dissolution
- 2) Notice of Limited Liability Company Dissolution – Huron Sophia Jax, LLC
- 3) Notice of Limited Liability Company Dissolution – Felcher Smith Properties, LLC
- 4) November 3, 2021 Div. of Corporations Letter No. 321A00026833
- 5) November 3, 2021 Div. of Corporations Letter No. 521A00026834
- 6) Copy of Fla. Stat. § 605.0701

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Notice of Dissolution - Huron Sophia Jax, LLC

DOCUMENT NUMBER: L13000088800

The enclosed **Notice of Limited Liability Company Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Adam R. Smart

(Name of Contact Person)

Burr & Forman, LLP

(Firm/Company)

50 North Laura St., Suite 3000

(Address)

Jacksonville, FL 32202

(City/State and Zip Code)

For further information concerning this matter, please call:

Adam R. Smart

(Name of Contact Person)

at (⁹⁰⁴)

(Area Code)

232-7213

(Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$25 Filing Fee

☐ \$30 Filing Fee &
Certificate of Status

☐ \$55 Filing Fee &
Certified Copy
(Additional copy is enclosed)

☐ \$60 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 Address:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

FILED

2021 NOV 29 PM 2:45
IN THE CIRCUIT COURT, FOURTH
JUDICIAL CIRCUIT IN AND FOR THE
DUVAL COUNTY, FLORIDA

CASE NO.: 16-2018-CA-007252
DIVISION: CV-A

NATHAN SMITH,

Plaintiff,

vs.

WAYNE FELCHER, FELCHER SMITH
PROPERTIES, LLC, HURON SOPHIA JAX, LLC,
and AFFORDABLE HOUSING MANAGEMENT
GROUP OF JACKSONVILLE, LLC

Defendants.

DECREE OF DISSOLUTION

This case came before the Court on Plaintiff's Motion for Entry of Decree of Dissolution (the "Motion") of the Defendant limited liability companies Felcher Smith Properties, LLC and Huron Sophia Jax, LLC (collectively, the "Companies").

Upon consideration of the Motion, it is **ORDERED and ADJUDGED:**

1. The Motion is GRANTED.
2. Frank Reinstine, the Receiver previously appointed by the Court for Felcher Smith Properties, LLC and Huron Sophia Jax, LLC is directed to wind up the activities and affairs of both Companies.
3. To the extent not previously ordered by the Court, the Receiver is authorized to: take charge of the Companies' property; to collect the debts and property due and belonging to the Companies; to prosecute and defend, in the name of the Companies or otherwise, all such suits as may be necessary and proper for the purposes of collecting debts and property; to appoint an agent

or agents under the Receiver; and to do all other acts that might be done by the Companies that may be necessary for the final settlement of the unfinished activities and affairs of the Companies.

4. Pursuant to § 605.0705(3), Florida Statutes, all creditors of Felcher Smith Properties, LLC and Huron Sophia Jax, LLC are required to file with the Receiver proofs under oath of their respective claims in substantially the same form as set forth in **Exhibit 1** hereto.

5. The last day for filing claims shall be February 14, 2022. Creditors or claimants that fail to file proofs of claim with the Receiver on or before that date shall be barred from participation in the distribution of the assets of Felcher Smith Properties, LLC and Huron Sophia Jax, LLC.

6. The Receiver is directed to provide notice to all known claimants (including claimants whose claims are contingent upon the occurrence or nonoccurrence of future events, or which are otherwise conditional or unmatured) of either Company with written notice of dissolution, which notice shall specifically state:

- a. The date of dissolution, which shall be the date of this decree;
- b. A reasonable description of the claim the claimant may be entitled to assert;
- c. A statement of whether the claim is admitted or not admitted. If admitted, the notice must state the amount that is admitted as of the date of the statement and must state an interest obligation if one is fixed by an instrument of indebtedness;
- d. A mailing address to which the claim may be sent;
- e. The deadline to provide confirmation of the claim to the Receiver, which is February 14, 2022; and

- f. That the Company on which the claimant has a claim may make distributions to other claimants and to the members or transferees of the limited liability company or persons interested without further notice.

7. The Receiver may reject, on behalf of the Companies, claims made under paragraph 6 by mailing a notice of the rejection to the claimant within 90 days after receipt of the claim, and in all events, at least 150 days prior to the expiration of the 3-year period beginning on the date of this decree. A notice of rejection under this paragraph shall include a copy of this decree.

8. The Court finds that there are no claimants of the Companies whose claims are known but whose identities are unknown. The Court therefore finds that no reserve or security is necessary to provide compensation to such category of claimants.

9. Within ten days of this decree, the Receiver is directed to file notices of dissolution of the Companies with the Department of State on the form prescribed by the Department and request that persons who have claims against either Company that are not known to that Company shall present such claims in accordance with the notice. Such notices shall:

- a. State the name of the company and the date of dissolution (which shall be the date of this decree);
- b. Describe the information that must be included in a claim, state that the claim must be in writing, and provide a mailing address to which the claim may be sent;
- c. State that a claim against the company is barred unless an action to enforce the claim is commenced within 4 years after the filing of the notice.

10. A hearing is set for **Tuesday, October 26, 2021 at 10:40 a.m. by Zoom Conference** to determine the amount and form of security to be provided for payment of claims

that are contingent, have not been made known to the company, or are based on an event occurring after the effective date of dissolution but which, based on the facts known to the dissolved company, are reasonably expected to arise after the effective date of dissolution. Within ten days of this decree, the Receiver is directed to give notice of the hearing to each claimant holding a contingent claim known to the company.

Join Zoom Meeting
<https://zoom.us/j/9067654501>
Meeting ID: 906 765 4501

Dial by your location: Meeting ID: 906 765 4501
1-786-635-1003 US (Miami)
1-470-381-2552 US (Atlanta)
1-646-518-9805 US (New York)

Find your local number: <https://zoom.us/j/ad4WsVnhnx>

****Please use 1-646-558-8656 US (New York)** if you do not have access to a device (smartphone or computer) with a microphone and camera. Please see below if you need assistance in how to join a meeting by phone.

ZOOM Support – Help Center: JOINING A MEETING BY PHONE:
<https://support.zoom.us/hc/en-us/articles/201362663-Joining-a-meeting-by-phone>

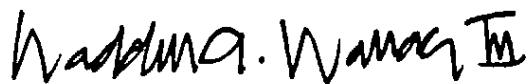
11. If there are sufficient funds to pay all claims and obligations of the Companies, the Receiver is directed to pay all such claims and obligations in full. If there are insufficient funds, the claims and obligations shall be paid or provided for according to their priority and, among claims of equal priority, ratably to the extent of funds that are legally available therefor.

12. If there are remaining funds after all claims and obligations of the Companies have been paid and the security for contingent and unknown claims has been provided, the Receiver is

directed not to distribute such funds to members and shall hold such funds in trust pending further order of the Court.

13. The Court will retain jurisdiction over this matter and all parties for all purposes in connection with this Order and will order such other and further relief that this Court deems appropriate under the circumstances.

DONE AND ORDERED in chambers this 12th day of October, 2021.

A handwritten signature in black ink, reading "Waddell A. Wallace III". The signature is written in a cursive, slightly stylized font. The "W" is large and loops around the "A". The "III" is written as three distinct vertical strokes.

Waddell A. Wallace III
Circuit Court Judge

cc: Counsel of Record

EXHIBIT 1

IN THE CIRCUIT COURT, FOURTH
JUDICIAL CIRCUIT, IN AND FOR
DUVAL COUNTY, FLORIDA

CASE NO.: 2018-CA-007252
DIVISION: CV-A

NATHAN SMITH,

Plaintiff,

vs.

WAYNE FELCHER, FELCHER SMITH
PROPERTIES, LLC, HURON SOPHIA JAX, LLC,
and AFFORDABLE HOUSING MANAGEMENT
GROUP OF JACKSONVILLE, LLC

Defendants.

_____ /

PROOF OF CLAIM FORM

Who is the current creditor?	Name: _____
Which debtor owes the debt?	Huron Sophia Jax, LLC Felcher Smith Properties, LLC
Has this claim been acquired from someone else?	No Yes. From whom? _____
Where should notices and payments to the creditor be sent?	Name _____ Street Address _____ City _____ State _____ Zip Code _____
Does this claim amend one already filed?	No Yes. Filed on _____
Do you know if anyone else has filed a proof of claim for this claim?	No Yes. Who made the earlier filing? _____

How much is the claim?	\$ _____
What is the basis of the claim?	_____ _____
Is all or part of the claim secured?	No Yes, the claim is secured by a lien on property Nature of the property: _____
Is this claim subject to a right of setoff?	No Yes. Identify the property _____

The person completing this proof of claim must sign and date it	I am the creditor I am the creditor's attorney or authorized agent
	I understand that an authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.
	I have examined the information in this proof of claim and have a reasonable belief that the information is true and correct.
	I declare under penalty of perjury that the foregoing is true and correct.
	Date: _____
	Signature: _____
	Print the name of the person who is signing this claim:
	_____ First Middle Initial Last

FILED

Notice of Limited Liability Company Dissolution

2021 NOV 29 PM 2:45

SECRETARY OF STATE

This notice is submitted by the dissolved limited liability company named below for resolution of payment of unknown claims against this limited liability company as provided in s. 605.0712, F.S.

This "*Notice of Limited Liability Company Dissolution*" is optional and is not required when filing a voluntary dissolution.

Name of Limited Liability Company: Huron Sophia Jax, LLC

Document number of Limited Liability Company is: L13000088800

Date of dissolution was: October 12, 2021

Description of information that must be included in a written claim:

See attached Proof of Claim form.

Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations)

Devin X. Dudley, Esq.

Burr & Forman, LLP

50 N. Laura St., Suite 3000

Jacksonville FL 32202

A claim against the above named limited liability company will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.

Adam R. Smart

Printed Name of the Person Filing


Signature of the Person Filing

EXHIBIT 1

IN THE CIRCUIT COURT, FOURTH
JUDICIAL CIRCUIT, IN AND FOR
DUVAL COUNTY, FLORIDA

CASE NO.: 2018-CA-007252
DIVISION: CV-A

NATHAN SMITH,

Plaintiff,

vs.

WAYNE FELCHER, FELCHER SMITH
PROPERTIES, LLC, HURON SOPHIA JAX, LLC,
and AFFORDABLE HOUSING MANAGEMENT
GROUP OF JACKSONVILLE, LLC

Defendants.

_____ /

PROOF OF CLAIM FORM

Who is the current creditor?	Name: _____
Which debtor owes the debt?	Huron Sophia Jax, LLC Felcher Smith Properties, LLC
Has this claim been acquired from someone else?	No Yes. From whom? _____
Where should notices and payments to the creditor be sent?	Name _____ Street Address _____ City _____ State _____ Zip Code _____
Does this claim amend one already filed?	No Yes. Filed on _____
Do you know if anyone else has filed a proof of claim for this claim?	No Yes. Who made the earlier filing? _____

How much is the claim?	\$ _____
What is the basis of the claim?	_____ _____
Is all or part of the claim secured?	No Yes, the claim is secured by a lien on property Nature of the property: _____
Is this claim subject to a right of setoff?	No Yes. Identify the property _____

The person completing this proof of claim must sign and date it	I am the creditor I am the creditor's attorney or authorized agent
	I understand that an authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.
	I have examined the information in this proof of claim and have a reasonable belief that the information is true and correct.
	I declare under penalty of perjury that the foregoing is true and correct.
	Date: _____ Signature: _____ Print the name of the person who is signing this claim: _____ First Middle Initial Last

FILED

IN THE CIRCUIT COURT, FOURTH
JUDICIAL CIRCUIT, IN AND FOR
DUVAL COUNTY, FLORIDA

CASE NO.: 16-2018-CA-007252
DIVISION: CV-A

NATHAN SMITH,

Plaintiff,

vs.

WAYNE FELCHER, FELCHER SMITH
PROPERTIES, LLC, HURON SOPHIA JAX, LLC,
and AFFORDABLE HOUSING MANAGEMENT
GROUP OF JACKSONVILLE, LLC,

Defendants.

AMENDED DECREE OF DISSOLUTION

This cause came before the Court on the Receiver's Motion to Amend Decree of Dissolution (the "Motion"), which concerns the Court's Decree of Dissolution (the "Original Decree") rendered on October 12, 2021 and filed on October 14, 2021. Upon consideration, the motion is GRANTED, and the Original Decree is hereby amended to read follows:

1. Frank Reinstine, the Receiver previously appointed by the Court for Felcher Smith Properties, LLC and Huron Sophia Jax, LLC is directed to wind up the activities and affairs of both Companies.

2. To the extent not previously ordered by the Court, the Receiver is authorized to: take charge of the Companies' property; to collect the debts and property due and belonging to the Companies; to prosecute and defend, in the name of the Companies or otherwise, all such suits as may be necessary and proper for the purposes of collecting debts and property; to appoint an agent

or agents under the Receiver; and to do all other acts that might be done by the Companies that may be necessary for the final settlement of the unfinished activities and affairs of the Companies.

3. Pursuant to § 605.0705(3), Florida Statutes, all creditors of Felcher Smith Properties, LLC and Huron Sophia Jax, LLC are required to file with the Receiver proofs under oath of their respective claims in substantially the same form as set forth in Exhibit 1 hereto.

4. The last day for filing claims shall be February 17, 2022. Creditors or claimants that fail to file proofs of claim with the Receiver on or before that date shall be barred from participation in the distribution of the assets of Felcher Smith Properties, LLC and Huron Sophia Jax, LLC.

5. To the extent he may not have already done so, the Receiver is directed to provide notice to all known claimants (including claimants whose claims are contingent upon the occurrence or nonoccurrence of future events, or which are otherwise conditional or unmatured) of either Company with written notice of dissolution, which notice shall specifically state:

- a. The date of dissolution, which shall be the date of this decree;
- b. A reasonable description of the claim the claimant may be entitled to assert;
- c. A statement of whether the claim is admitted or not admitted. If admitted, the notice must state the amount that is admitted as of the date of the statement and must state an interest obligation if one is fixed by an instrument of indebtedness;
- d. A mailing address to which the claim may be sent;
- e. The deadline to provide confirmation of the claim to the Receiver, which is February 17, 2022; and

- f. That the Company on which the claimant has a claim may make distributions to other claimants and to the members or transferees of the limited liability company or persons interested without further notice.

6. The Receiver may reject, on behalf of the Companies, claims made under paragraph 6 by mailing a notice of the rejection to the claimant within 90 days after receipt of the claim, and in all events, at least 150 days prior to the expiration of the 3-year period beginning on the date of this decree. A notice of rejection under this paragraph shall include a copy of this decree.

7. The Court finds that there are no claimants of the Companies whose claims are known but whose identities are unknown. The Court therefore finds that no reserve or security is necessary to provide compensation to such category of claimants.

8. If he has not already done so, within 10 days of this decree, the Receiver is directed to file notices of dissolution of the Companies with the Department of State on the form prescribed by the Department and request that persons who have claims against either Company that are not known to that Company shall present such claims in accordance with the notice. Such notices shall:

- a. State the name of the company and the date of dissolution (which shall be the date of this decree);
- b. Describe the information that must be included in a claim, state that the claim must be in writing, and provide a mailing address to which the claim may be sent;
- c. State that a claim against the company is barred unless an action to enforce the claim is commenced within 4 years after the filing of the notice.

9. The Original Decree set a hearing for October 26, 2021, to determine the amount and form of security to be provided for payment of claims that are contingent, have not been made

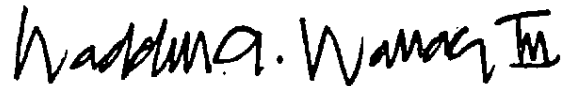
known to the company, or are based on an event occurring after the effective date of dissolution but which, based on the facts known to the dissolved company, are reasonably expected to arise after the effective date of dissolution. After hearing, the Court determines that there are unlikely to be substantial claims that fall under these categories, and that the Companies' assets are sufficient to satisfy these categories of claims in the ordinary course of winding up, and no reserve or security is necessary to protect such categories of claimants.

10. If there are sufficient funds to pay all claims and obligations of the Companies, the Receiver is directed to pay all such claims and obligations in full. If there are insufficient funds, the claims and obligations shall be paid or provided for according to their priority and, among claims of equal priority, ratably to the extent of funds that are legally available therefor.

11. If there are remaining funds after all claims and obligations of the Companies have been paid and the security for contingent and unknown claims has been provided, the Receiver is directed not to distribute such funds to members, and shall hold such funds in trust pending further order of the Court.

12. The Court will retain jurisdiction over this matter and all parties for all purposes in connection with this Order, and will order such other and further relief that this Court deems appropriate under the circumstances.

DONE AND ORDERED in chambers this 1st day of November 2021.



Waddell A. Wallace III
Circuit Court Judge

cc: Counsel of Record

EXHIBIT 1

IN THE CIRCUIT COURT, FOURTH
JUDICIAL CIRCUIT, IN AND FOR
DUVAL COUNTY, FLORIDA

CASE NO.: 2018-CA-007252
DIVISION: CV-A

NATHAN SMITH,

Plaintiff,

vs.

WAYNE FELCHER, FELCHER SMITH
PROPERTIES, LLC, HURON SOPHIA JAX, LLC,
and AFFORDABLE HOUSING MANAGEMENT
GROUP OF JACKSONVILLE, LLC

Defendants.

_____ /

PROOF OF CLAIM FORM

Who is the current creditor?	Name: _____
Which debtor owes the debt?	Huron Sophia Jax, LLC Felcher Smith Properties, LLC
Has this claim been acquired from someone else?	No Yes. From whom? _____
Where should notices and payments to the creditor be sent?	Name _____ Street Address _____ City _____ State _____ Zip Code _____
Does this claim amend one already filed?	No Yes. Filed on _____
Do you know if anyone else has filed a proof of claim for this claim?	No Yes. Who made the earlier filing? _____

How much is the claim?	\$ _____
What is the basis of the claim?	_____ _____
Is all or part of the claim secured?	No Yes, the claim is secured by a lien on property Nature of the property: _____
Is this claim subject to a right of setoff?	No Yes. Identify the property _____

The person completing this proof of claim must sign and date it	I am the creditor I am the creditor's attorney or authorized agent	
	I understand that an authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.	
	I have examined the information in this proof of claim and have a reasonable belief that the information is true and correct.	
	I declare under penalty of perjury that the foregoing is true and correct.	
	Date: _____	
	Signature: _____	
Print the name of the person who is signing this claim:		

First	Middle Initial	Last