

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Marshall Creek SPE Holdings, 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:

Jason E. Merritt

(Name of Person)

Hopping Green & Sams, P.A.

(Firm/Company)

119 South Monroe Street, Suite 300

(Address)

Tallahassee, Florida 32301

(City/State and Zip Code)

For further information concerning this matter, please call:

Jason E. Merritt

(Name of Person)

at (850) 222-7500

(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
Marshall Creek SPE Holdings, LLC
2. The Articles of Organization were filed on August 27, 2013 and assigned
document number L13000121390
3. The delayed effective date the dissolution if not effective on the date of filing: N/A
(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).
Consent of all members pursuant to section 605.0701(2), Florida Statutes, as evidence by Exhibit A

attached hereto.

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

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

Janice Eggleton Davis

Printed Name

FILING FEE: \$25.00

16 APR - 4 AM 8: 53
STATE OF FLORIDA

Notice of Limited Liability Company Dissolution

NOTE: This page is optional

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: Marshall Creek SPE Holdings, LLC

Document number of Limited Liability Company is: L13000121390

Date of dissolution was: Date of Filing

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

1. Name of holder of alleged claim.
2. Amount of alleged claim.
3. Brief description of the nature or basis of the alleged claim.
4. Date or dates upon which the alleged claim arose or accrued.
5. Contact information for holder of alleged claim including address and telephone number.

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

175 Hampton Point Drive

Suite 4

St. Augustine, Florida 32092

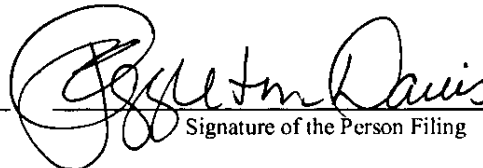
Attn: Janice Eggleton Davis

16 APR -4 AM 8:43
STATE, FLORIDA

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.

Janice Eggleton Davis

Printed Name of the Person Filing


Signature of the Person Filing

Fee: No charge if included with Articles of Dissolution. If filed separately \$25.00

**WRITTEN ACTION
OF THE SOLE MEMBER
OF
MARSHALL CREEK SPE HOLDINGS, LLC**

February 17, 2016

THE UNDERSIGNED constituting the sole member of Marshall Creek SPE Holdings, LLC, a Florida limited liability company (the "Company"), hereby takes the following written action pursuant to and in accordance with the provisions of Section 605.04073, Florida Statutes.

WHEREAS, the undersigned has determined that the purpose of the Company as set forth in that certain Tri-Party Agreement dated November 5, 2013 between the undersigned, the Company and U.S. Bank National Association (the "Tri-Party Agreement"), and in the Company Operating Agreement dated November 5, 2013 has been accomplished; and

WHEREAS, the undersigned desires to provide for the dissolution of the Company and for the disposition of any real property owned by the Company and the records of the Company.

NOW, THEREFORE, BE IT RESOLVED, by the undersigned as the sole member of the Company that the undersigned finds it to be in the best interest of the Company and does hereby resolve that the Company should be dissolved in accordance with Florida law; and

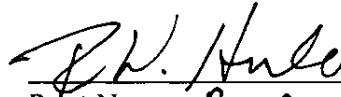
BE IT FURTHER RESOLVED, that Janice Davis as agent for Severn Trent Environmental Services, Inc., in its capacity as Manager of the Company ("Manager") is hereby appointed and authorized to execute and file such documentation, including Articles of Dissolution, with the Florida Secretary of State as may be necessary to effectuate the dissolution of the Company and Manager is further authorized to take such action as may be necessary to wind up the affairs of the Company and distribute the assets of the Company in the manner provided herein and as required by law; and

BE IT FURTHER RESOLVED, that any records of the Company shall be transferred by Manager to the undersigned in accordance with the provisions of the Tri-Party Agreement; and

BE IT FURTHER RESOLVED, the dissolution of the Company shall be effective upon the filing of Articles of Dissolution with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned, being and constituting the sole member of the Company has executed this Written Action and thereby evidence its authorization, agreement and consent to the foregoing actions effective as of the 17th day of February, 2016.

MARSHALL CREEK COMMUNITY DEVELOPMENT DISTRICT, a local unit of special-purpose government organized pursuant to Chapter 190, Florida Statutes


Print Name: Richard
As its: Chairman/Vice Chairman

16 APR -4 AM 8:44