

L170000 48786

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

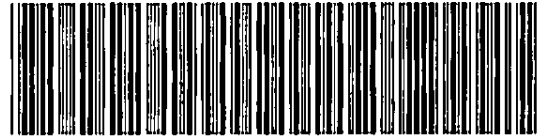
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



300368909423

06/28/21--01018--008 \*\*25.00

2021 JUL 23 PM 2:21

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Primary Metals, 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:

Yami Martory

\_\_\_\_\_  
(Name of Person)

Jorge E. Blanco, PA

\_\_\_\_\_  
(Firm/Company)

782 NW 42 Avenue, Suite 634

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

Miami, Florida 33126

\_\_\_\_\_  
(City/State and Zip Code)

For further information concerning this matter, please call:

Yami Martory

\_\_\_\_\_  
(Name of Person)

305

at (\_\_\_\_\_) \_\_\_\_\_

444-0044

(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 Address:**

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

**ARTICLES OF DISSOLUTION  
FOR  
A LIMITED LIABILITY COMPANY**

1. The name of a limited liability company is

Primary Metals, LLC

2. The Articles of Organization were filed on 3/6/2017 and assigned

document number L17000048786

3. The delayed effective date the dissolution if not effective on the date of filing: May 25, 2021  
(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).

stopped doing business

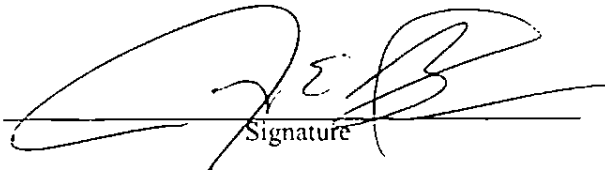
stopped doing business

stopped doing business

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

Jorge E. Blanco, Esq.

\_\_\_\_\_  
Printed Name

**FILING FEE: \$25.00**

## ARTICLES OF DISSOLUTION

OF

**PRIMARY METALS, LLC**  
a Florida Limited Liability Company

Pursuant to section 605.0707 of the Florida Statutes, this Florida Limited Liability Company submits the following articles of dissolution:

**FIRST:** The name of the company is PRIMARY METALS, LLC

**SECOND:** The Articles of Organization were filed on March 6, 2017 and assigned document number L17000048786.

**THIRD:** The foregoing dissolution of this company was adopted by the Members of the company on May 25, 2021 and the effective date of the dissolution shall be on the date of filing.

**FOURTH:** A description of the occurrence that resulted in the limited liability company's dissolution pursuant to section 605.0707, Florida Statutes is as follows: The company has no assets and no business operations.

**FIFTH:** The number of votes cast for the dissolution by the Members was sufficient for approval.

**SIXTH:** The person appointed to wind up the company's activities and affairs is:

JEAN CLAUDIO PALMEGIANI, of 60 SW 13 St. # 4606, Miami, FL 33130

A Member of this company has executed these Articles of dissolution this 25 day of May, 2021 and further certifies that the Articles of dissolution are being filed with the Secretary of State of the State of Florida in accordance with Section 605.0707 of the Florida Statutes.



JEAN CLAUDIO PALMEGIANI, as Manager Designee of ALUMINUM INDUSTRIES, LLC, a Florida limited liability company, Member

STATE OF FLORIDA

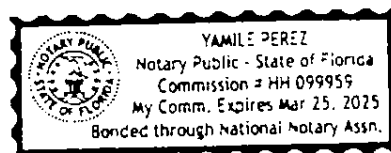
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY, that on the 25 day of May, 2021 personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgments, JEAN CLAUDIO PALMEGIANI, as Manager Designee of ALUMINUM INDUSTRIES AAA LLC, a Florida limited liability company, the company, Member, to me well known and known to me to be the person who executed the foregoing Articles of Dissolution, and acknowledged that he signed and executed the same for the uses and purposes herein stated.



NOTARY PUBLIC, STATE OF FLORIDA

JORGE E. BLANCO, ESQ.  
782 NW 42<sup>nd</sup> Avenue, Suite 634  
Miami, Florida 33126  
Telephone No.: (305) 444-0044  
Florida Bar No.: 197807  
[jblanco@jorgeblancolaw.com](mailto:jblanco@jorgeblancolaw.com)



Special Meeting of Members  
and Managers of  
PRIMARY METALS, LLC

Meeting held at the office of the company, on this 25 day of May, 2021 at 4:00 p.m.,

PRESENT WERE:

JEAN CLAUDIO PALMEGANI - as Manager Designee of ALUMINUM INDUSTRIES AAA, LLC, sole Member

The above captioned is the Manager Designee of ALUMINUM INDUSTRIES AAA, LLC, owner of all outstanding and issued Membership certificates in the company, and Manager of the company and consists of quorum of the Board of Managers of the company.

JEAN CLAUDIO PALMEGANI was elected to act as Chairman and Secretary of the meeting. The Chairman informed those present that a Waiver of Notice of this Special Meeting had been executed by all Members and Managers and caused the secretary of the company to place a copy of said waiver within the minutes of the company. The Chairman then informed those in attendance that the meeting was called to consider the dissolution of the company in accordance with Section 331 of the Internal Revenue Code of 1986 as amended. The Chairman explained that there are no assets of the company, and that the company has ceased operations. A Plan of Complete Liquidation and Dissolution has been prepared and is hereby attached to these minutes as Exhibit "A".

Upon motion duly made, seconded and unanimously carried, it was

RESOLVED that, the proposed dissolution of the company as shown on the Plan of Complete Liquidation and Dissolution, is hereby approved and accepted.

RESOLVED, THAT THE Articles of Dissolution in the form previously presented to the meeting are hereby approved and accepted and the Manager Designee of the company is instructed to execute the Articles of Dissolution to be filed with the Division of Corporations of the Department of State of the State of Florida.

RESOLVED, that the company shall liquidate and distribute any and all of its assets of any kind whatsoever to its sole Member in accordance with his rights and interests, as soon as practicable, and that such assets be distributed and the dissolution be completed as soon as practicable, and

RESOLVED, that JEAN CLAUDIO PALMEGIANI be and is hereby authorized and directed to execute such assignments and conveyances, and to do and perform such acts as may be necessary or appropriate for the carrying out of the purposes of the foregoing resolutions; and

RESOLVED, that JEAN CLAUDIO PALMEGIANI is hereby authorized to engage the services of such accountants, attorneys, and other professionals to provide the advice and counsel to the company in connection with the winding up of affairs and dissolution of the company, and;

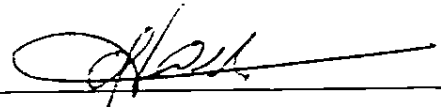
FURTHER RESOLVED, that any and all action heretofore or hereinafter taken by the sole Manager of the company in connection with carrying out the actions discussed and authorized in these resolutions, are hereby confirmed and ratified as proper and authorized acts of the company.

This resolution has been passed by the act of the Managers and Members of this Company.

There being no further business to come before the meeting and,

Upon Motion duly made seconded and unanimously carried, it was resolved to adjourn the meeting.

Dated this 25 day of May, 2021.

  
\_\_\_\_\_  
JEAN CLAUDIO PALMEGIANI, Chairman and  
Secretary of the Meeting and Manager Designee of  
Member, Aluminum Industries AAA, LLC, Member

Waiver of Notice of Special Meeting of Members  
and Managers of  
PRIMARY METALS, LLC

We, the undersigned, being all of the Members and Managers of PRIMARY METALS, LLC, do hereby waive all notice of the special meeting of Members and Managers of said company, called for the specific purpose of considering a dissolution of the company, and do consent that the 25 day of May, 2021 at 4:00 P. M. be hereby fixed as the time and date at the offices of the the company.

DATED this 25 day of May, 2021.



---

JEAN CLAUDIO PALMEGIANI, Manager Designee of  
ALUMINUM INDUSTRIES AAA, LLC, Member

EXHIBIT "A"  
PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION  
OF  
PRIMARY METALS, LLC

1. Plan of Liquidation. This plan of Complete Liquidation and Dissolution ("Plan") is intended to accomplish the complete liquidation and dissolution of a Florida limited liability company ("Company"), through the distribution of all the Company's assets to its Member(s) in complete liquidation of the Company in accordance with Section 331 of the Internal Code of 1986, as amended ("Code"). Such liquidation and dissolution shall be accomplished in the manner stated in this Plan.

2. Approval. This Plan will be considered adopted by the Company when approved by the Director(s), and upon the approval and adoption thereof by the Member(s) of the Company.

3. Liquidation Period. The "Liquidation Period" shall mean the period in which the Company shall liquidate and distribute any and all of its assets of any kind whatsoever to its Member(s) in accordance with its/his/her/their respective rights and interest. The period in which such assets shall be distributed, and the dissolution, shall be completed as soon as practicable.

4. Abandonment Upon the approval of the Plan by the Member(s) of the Company, the Director(s) of the Company may not, without further action by the Member(s), abandon this Plan.

5. Winding Up of Business. During the Liquidation Period, the Company shall continue its business to the extent necessary to collect accounts receivable, pay liabilities, and otherwise conduct business consistent with the objective of the Company to distribute all of its assets to its Member(s) and wind up its affairs.

6. Final Distribution of Assets. Not later than the end of the Liquidation Period, all assets of the Company not previously distributed shall be distributed to the Member(s) of the



Company according to its/his/her/their ownership interest in the Company. In no event shall any amount be retained by the Company beyond the end of the Liquidation Period to meet the claims of the Member(s) with respect to its/his/her/their stock.

7. Cancellation of Outstanding Membership Certificates. Each of the foregoing distributions in complete liquidation shall be solely in exchange for, in complete redemption and cancellation of, and in payment for, all of the outstanding Membership Certificates of the Company. The Member(s) shall surrender its/his/her/their certificates for such Membership interest as determined by the Director(s) for recording the receipt of distributions prior to the final distribution, and shall surrender any remaining certificates representing outstanding charges of the Company for cancellation upon receipt of the final distribution herein authorized.

8. Filing. Upon the final distribution of all assets of the Company, the Manager of the Company shall instruct the Company's accountants to close the books of the Company and to prepare and file federal and state tax returns on behalf of the Company, and such other forms as are appropriate.

9. State Filing Requirements After all of the assets of the Company have been distributed in complete redemption of the Member(s), the President and Director(s) of the Company shall cause to be filed with the Florida Department of State, Division of Companies, the necessary documents pursuant to the appropriate provisions of Section 605.0707, Florida Statutes, as that statute presently exists or as it may be amended, to effect a complete statutory dissolution of the Company, and to do such other actions as are required, including filing all necessary documents.

10. Authorization of Necessary Acts The Manager and Director(s) of the Company shall have the power to adopt all resolutions, execute all documents, and are authorized, empowered and directed to file all papers and take whatever action as they may deem necessary or desirable for the

purpose of effecting the complete liquidation and dissolution of the Company, and for carrying out the other purposes and intentions of the Plan, so long as any such action shall not be inconsistent with the provisions of Code Section 331, and the Treasury Regulations issued hereunder. The President shall be held harmless by the Company for any action under this Plan taken in good faith, and any expense or liability so incurred.

11. Intent. It is intended that this Plan be deemed to authorize such action as, in the opinion of counsel, may be necessary to conform with the provisions of Code Section 331.