

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SAND HILL MARCO 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:

ANASTASIA XINOS

(Name of Person)

HUCK BOUMA PC

(Firm/Company)

1755 S NAPERVILLE RD. STE 200

(Address)

WHEATON, IL 60189

(City/State and Zip Code)

For further information concerning this matter, please call:

Anastasia Xinos

(Name of Person)

630

344-1150

at (

_____) _____
(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**

FILED

2023 JUL 17 AM 10:47

SECRETARY OF STATE
TALLAHASSEE, FL

1. The name of a limited liability company is
SAND HILL MARCO LLC

2. The Articles of Organization were filed on 08/23/2021 and assigned
document number L21000376926

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).
Unanimous Member approval.

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:

Brigit M. Hollis
Signature

Brigit M. Hollis
Printed Name

FILING FEE: \$25.00

**WRITTEN CONSENT OF THE SOLE MANAGER AND MEMBER OF
SAND HILL MARCO LLC
IN LIEU OF SPECIAL MEETING**

FILED
2023 JUL 17 AM 10:47

The undersigned, being the sole manager and sole member of Sand Hill Marco LLC, a Florida limited liability company (the "Company"), pursuant to Section 605.04075 of the Florida Revised Limited Liability Company Act, as amended, hereby (i) consents to and adopts the following resolutions, which actions shall have the same force and effect as if taken by unanimous affirmative vote at a meeting of the managers of the Company duly called and held, and (ii) waives all notices to which he may be entitled in connection therewith:

RESOLVED, that the Managers and Members hereby approves of the dissolution and liquidation of the Company and adopts the Plan of Liquidation attached hereto as Exhibit A (the "Plan of Liquidation").

RESOLVED, that the Manager hereby recommends to the sole member of the Company that the Company be dissolved pursuant to the Plan of Liquidation.

RESOLVED, that Brigit M. Hollis, as Manager of the Company (the "Designated Manager") is hereby authorized, empowered, and directed, on behalf of the Company, to execute all documents, pay all fees, and to perform, or cause to be performed, all acts on behalf of the Company as the Designated Manager may deem necessary or appropriate to effectuate the purposes and intent of the Plan, and that actions previously taken on behalf of the Company in furtherance of such intent are hereby ratified and approved.

RESOLVED, that if any such documents have been entered into, executed, filed, or delivered, or such further acts have been done prior to the date these resolutions were adopted in connection with the dissolution and liquidation of the Company as deemed necessary by the members, then the execution and delivery of such documents and the taking of such further acts is hereby ratified, approved, confirmed and adopted.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first set forth above.

MEMBER:

Brigit M. Hollis
BRIGIT M. HOLLIS, an individual

MANAGER:

Brigit M. Hollis
BRIGIT M. HOLLIS, an individual

The foregoing being the sole member and manager of the Company.

EXHIBIT A

Plan of Liquidation

This Plan of Liquidation is made as of June 29, 2023.

WHEREAS, the sole Manager and Member of Sand Hill Marco LLC, a Florida limited liability company (the "Company") has deemed it advisable and has recommended to the sole member of the Company that the Company be completely liquidated and voluntarily dissolved.

WHEREAS, the members acting by Unanimous Consent have, subject to the authorization by the managers of the Company, agreed to the transfer of assets of the Company to the members of the Company upon terms and conditions herein set forth in a complete liquidation in accordance with the requirements of the Internal Revenue Code, as amended to date, and the State of Florida with regard to voluntary dissolution.

NOW, THEREFORE, the following Plan of Liquidation and Dissolution is adopted and approved:

1. The Plan of Liquidation and Dissolution set forth herein is adopted for the assembling and marshaling of the assets of the Company, the paying or making adequate provisions for the debtors of the Company and the distribution of the remaining assets of the shareholders of the Company.

2. The Company is being liquidated pursuant to the Internal Revenue Code, as amended to date, and will distribute all of its assets to the members.

3. All known liabilities and obligations of the Company will be paid or discharged or that adequate provisions will be made therefor.

4. The manager of the Company is hereby authorized to sell any or all of the assets of the company on such terms and conditions and for such consideration, that the manager deems reasonable or expedient, and execute such instruments that are necessary to transfer title to said assets.

5. After provision for, or the payment of, the known debts and liabilities of the Company the manager of the Company is authorized and directed to distribute the remaining assets of the Company to the members.

6. The distribution of the assets shall be made to the members upon the following conditions: (a) that on demand of the Manager, the members shall surrender, for cancellation, all unit certificates, if any, evidencing their ownership of the Company, and (b) that such distribution shall be in complete satisfaction of the rights of such members of the Company.

7. The manager of the Company is hereby authorized to do such acts, including the filing of any necessary forms with the Internal Revenue Service, and to take such steps as may be necessary or convenient to carry out the purposes of this Plan of Liquidation including, but not limited to, the execution of such instruments as may be required to vest title to the assets of the

Company to the members of the Company.

8. As soon as the assets of the Company have been distributed in accordance with this plan, the manager of the Company is hereby authorized and directed to execute Articles of Dissolution pursuant to, and in conformity with, the provisions of the Florida Revised Limited Liability Company Act, and to cause such Articles of Dissolution to be filed in the office of the Division of Corporations of the State of Florida, and to do all other things necessary or convenient to the dissolution of the Company.