

M04986

(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



000306995990

12/27/17--01017--018 **35.00

DEC 27 AM 12 12

DEC 29 2017
C MCNAIR

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Multivac, Inc.

DOCUMENT NUMBER: M04986

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kerry L. Ezrol, Esq.

(Name of Contact Person)

Goren, Cherof, Doody & Ezrol, P.A.

(Firm/Company)

3099 East Commercial Blvd. Suite 200

(Address)

Fort Lauderdale, Florida 33308

(City/State and Zip Code)

For further information concerning this matter, please call:

Kerry L. Ezrol, Esq.

at (

(954) 771-4500

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$35 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

DEC 27 AM 10:12

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation as currently filed with the Florida Department of State:
Multivac, Inc.

SECOND: The document number of the corporation (if known): M04986

THIRD: The date dissolution was authorized: June 30, 2017

Effective date of dissolution if applicable: _____

(no more than 90 days after dissolution file date)

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.

FOURTH: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signature: _____

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

Yvon Michel

(Typed or printed name of person signing)

President

(Title of person signing)

Filing Fee: \$35

Notice of Corporate Dissolution

This notice is submitted by the dissolved corporation named below for resolution of payment of unknown claims against this corporation as provided in s. 607.1407, F.S.

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

Name of Corporation: Multivac, Inc.

Date of dissolution will be the date the dissolution is filed with the Department of State or as specified in the *Articles of Dissolution*.

Description of information that must be included in a claim:

State the name and address of the claimant, the tax ID of the claimant, any number used to identify the claim, the basis for the claim, including supporting documents, the amount of the claim.

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

SOCIÉTÉ DE GESTION YVON MICHEL INC
404 - 3150 PLACE DE RAMEZAY
MONTREAL QC CANADA
H3Y 0A3

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

Yvon Michel, President

Printed Name of the Person Filing



Signature of the Person Filing

**UNANIMOUS WRITTEN CONSENT OF
SHAREHOLDERS AND DIRECTORS
OF
MULTIVAC, INC.
in lieu of a Special Meeting**

The undersigned Sole Director and Sole Shareholder of MULTIVAC, INC., a Florida corporation, (the "Corporation"), do hereby consent to the corporate action specified below and adopt, approve, and ratify the following resolutions by Unanimous Written Consent pursuant to the provisions of Sections 607.0704 and 607.0821 of the Florida Business Corporation Act in lieu of a Special Meeting.

1. Resolved, the Board of Directors and Sole Shareholder of the Corporation approve and authorize the dissolution of the Corporation.

2. Further Resolved, the Sole Director and legal counsel are hereby authorized to take all necessary action, including, but not limited to, the filing of the appropriate documents with the Florida Division of Corporations and the Internal Revenue Service.

3. Further Resolved, the Board of Directors and Sole Shareholder of the Corporation hereby approve and authorize the Plan for the Complete Liquidation and Distribution of Assets of the Corporation attached hereto.

4. This Resolution is adopted pursuant to the By-Laws of the Corporation and Section 607.1403, Florida Statutes.

[Remainder of page intentionally left blank]

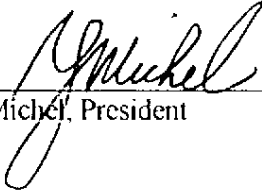
The undersigned have executed this Unanimous Written Consent as of this 30th day of June, 2017.

By: 
Yvon Michel, Sole Director

ATTEST:

Yvon Michel, Secretary

**SOCIETE DE GESTION YVON MICHEL
INC., Sole Shareholder**

By: 
Yvon Michel, President

ATTEST:

Yvon Michel, Secretary

PLAN FOR THE COMPLETE LIQUIDATION AND DISTRIBUTION OF ASSETS
OF MULTIVAC, INC.

A special meeting of the Board of Directors and Shareholders of Multivac, Inc. (the "Corporation"), was held on the 30th day of June, 2017. At the special meeting, the Board of Directors and Shareholders adopted a Resolution authorizing the Board of Directors to take the appropriate actions to liquidate and dissolve the Corporation. Pursuant to that authorization, the Board of Directors and Shareholders, effective as of the date hereof, adopt and implement this Plan for the Complete Liquidation and Distribution of Assets of the Corporation ("Plan") and the filing of any applicable articles of dissolution and notice of dissolution to be filed with the Florida Department of State. This Plan is intended to accomplish the complete liquidation and dissolution of the Corporation through the distribution of all the Corporation's assets to its sole shareholder in complete liquidation of the Corporation in accordance with Section 332 of the Internal Revenue Code of 1986, as amended (the "Code"), and this Plan shall constitute a plan of complete liquidation pursuant to Section 332 of the Code.

As of the effective date of this Plan, the Corporation shall cease to be a going concern except to the extent necessary to, pursuant to this Plan, expeditiously wind up its affairs, pay its debts, collect any remaining moneys owned to it, and distribute its assets to its Sole Shareholder. The Corporation shall within thirty (30) days of the date hereof execute, acknowledge and file Articles of Dissolution pursuant to Section 607.1403 of the Florida Statutes. Subsequent to dissolution, the Board of Directors shall continue operation of the Corporation solely for those reasons stated in Section 607.1405, Florida Statutes, and shall discharge all indebtedness and other liabilities of the Corporation prior to distribution hereunder. The remaining Corporate assets shall be divided and distributed amongst the shareholders of record as soon as possible but in any event no later than the 31st day of July, 2017, more specifically as follows:

- Societe de Gestion Yvon Michel, Inc. 100%

All distributions in complete liquidation pursuant to this Plan shall be solely in exchange for, in complete redemption and cancellation of, and in payment for, all of the outstanding shares of the Corporation pursuant to a complete liquidation of the Corporation within the meaning of Section 332 of the Code.

The officers of the Corporation shall file Form 966 with the Internal Revenue Service on a timely basis, together with a certified copy of the resolutions adopting this Plan. Upon the final distribution of all the assets of the Corporation, the officers of the Corporation shall instruct the Corporation's accountants to close the books of the Corporation and to prepare and timely file tax returns on behalf of the Corporation, and such other forms as are appropriate.

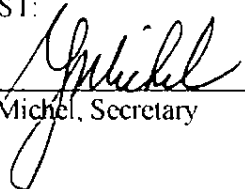
The undersigned hereby consents to and approves the foregoing Plan effective immediately.

Dated this 30th day of June, 2017.

By:

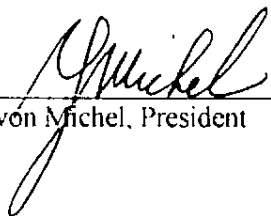

Yvon Michel, Sole Director

ATTEST:


Yvon Michel, Secretary

**SOCIETE DE GESTION YVON MICHEL
INC., Sole Shareholder**

By:


Yvon Michel, President

ATTEST:


Yvon Michel, Secretary