

M12000004898

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850)617-6383

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
Fax Number : (850)878-5368

RE-SUBMIT

Please retain original filing
date of submission 12/4

**LLC DISSOLUTION OR WITHDRAWAL
QUINCY PLACE ASSET HOLDINGS, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	12079
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEC - 6 2013

T. HAMPTON

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Quincy Place Asset Holdings, LLC
(Name of Foreign Limited Liability Company)

Dear Sir or Madam:

The enclosed withdrawal and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kanthamani Ravichandran

(Name of Person)

FDIC

(Firm/Company)

8800 Baymeadows Way West

(Address)

Jacksonville, FL 32256

(City/State and Zip Code)

For further information concerning this matter, please call:

K. Ravichandran at 904 256-3875
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

- ☐ \$25 Filing Fee ☐ \$30 Filing Fee & Certificate of Status ☐ \$55 Filing Fee & Certified Copy ☐ \$60 Filing Fee, Certificate of Status & Certified Copy

850-617-6381

12/5/2013 8:26:30 AM PAGE 1/001 Fax Server



December 5, 2013

FLORIDA DEPARTMENT OF STATE

Division of Corporations

QUINCY PLACE ASSET HOLDINGS, LLC
8800 BAYMEADOWS WAY WEST
JACKSONVILLE, FL 32256

SUBJECT: QUINCY PLACE ASSET HOLDINGS, LLC
REF: M12000004898

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The form you submitted is for a FLORIDA LIMITED LIABILITY COMPANY, but your entity is a FOREIGN LIMITED LIABILITY COMPANY.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Tammy Hampton
Regulatory Specialist III

FAX Aud. #: H13000265718
Letter Number: 613A00027683

RE-SUBMIT

Please retain original filing
date of submission 12/4

RECEIVED
13 DEC -5 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS IN
FLORIDA**

Quincy Place Asset Holdings, LLC

(Name of limited liability company)

Tuscaloosa County, Alabama

(Jurisdiction of its organization)

M12000004898

(Florida Document Number)

This limited liability company is no longer transacting business in Florida and surrenders its authority to transact business in this state.

This limited liability company revokes the authority of its registered agent to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business in Florida.

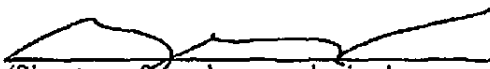
8800 Baymeadows Way West

(Mailing address)

Jacksonville, FL 32256

(City/State/Zip)

The limited liability company agrees to notify the Department of State in the future of any change in its mailing address.



(Signature of member or authorized representative of a member)

Barry Kertzner

(Typed or printed name of signee)

Filing Fee: \$25.00

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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**WRITTEN CONSENT OF ALL MEMBERS OF
QUINCY PLACE ASSET HOLDINGS, LLC
November 20, 2013**

The undersigned, together being all of the Members of QUINCY PLACE ASSET HOLDINGS, LLC, an Alabama limited liability company, ("Company") registered to do business in Florida, hereby consent to the following actions taken pursuant to the authority conferred by the Company's Operating Agreement and the laws of the States of Alabama and Florida:

WHEREAS, the Company as the sole member, owns one hundred percent (100%) of the ownership interests and membership units in Quincy Place, LLC, a Florida limited liability company;

WHEREAS, the Members have previously consented to the sale of real property constituting substantially all of the assets of Quincy Place, LLC, which sale was closed on September 20, 2013 and the net proceeds of that sale distributed to Quincy Place Asset Holdings;

WHEREAS, the Members have also previously consented to the dissolution of Quincy Place, LLC, subsequent to the sale of the real property;

WHEREAS, Quincy Place, LLC is in the process of being dissolved and a terminating distribution by Quincy Place, LLC to Quincy Place Asset Holdings, LLC, of the assets remaining after payment of liabilities and costs of dissolution will take place;

WHEREAS, the Members individually and collectively agree to the following resolutions:

NOW, THEREFORE, BE IT RESOLVED by the Members that FDIC as Receiver of GulfSouth Private Bank, Member and Manager of Quincy Place Asset Holdings, LLC, is authorized to take all steps necessary to withdraw the Company's authority to do business in the State of Florida and to dissolve the Company pursuant to the laws of the State of Alabama, including, but not limited to, the execution and filing of all resolutions, articles, plans and other documents necessary to accomplish dissolution, the payment of any remaining liabilities of the Company, and the distribution of residual cash to the Members in proportion to their membership interests

FURTHER RESOLVED, by Members, that any act taken or deed done by the Manager of Quincy Place Asset Holdings, LLC, or its agents in accordance with these resolutions or to facilitate the actions contemplated by these resolutions is hereby approved, ratified, confirmed, and adopted and that the Manager and its agents are hereby authorized to take and do such further acts and deeds and to execute and deliver for and in the name of the Company such other documents, papers, and instruments as they deem to be necessary, appropriate, advisable, or required in order to effectuate the purpose and intent of these resolutions and to consummate the actions contemplated by these resolutions, and the making of any such documents, papers, and instruments is hereby approved, ratified, confirmed, and adopted;

IN WITNESS WHEREOF, the undersigned Members have executed this Written Consent as of the date written above.

QUINCY PLACE ASSET HOLDINGS, LLC
BY: ITS MEMBERS AND MANAGING MEMBER

Federal Deposit Insurance Corporation
as Receiver for GulfSouth Private Bank,
Member and Manager

By: _____
Its: Attorney-in-Fact

Farmers Exchange Bank, Member

By: _____
Its: _____

Summit Bank, N.A., Member

By: John P. Graham
Its: Branch Vice President

Bank of Vernon, Member

By: _____
Its: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WRITTEN CONSENT OF ALL MEMBERS OF
QUINCY PLACE ASSET HOLDINGS, LLC
November 20, 2013

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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QUINCY PLACE ASSET HOLDINGS, LLC
BY: ITS MEMBERS AND MANAGING MEMBER

Federal Deposit Insurance Corporation
as Receiver for GulfSouth Private Bank,
Member and Manager

By: _____
Its: Attorney-in-Fact

Farmers Exchange Bank, Member

By: *[Signature]*
Its: *James E. [Signature]*
Executive Vice President

Summit Bank, N.A., Member

By: _____
Its: _____

Bank of Vernon, Member

By: _____
Its: _____

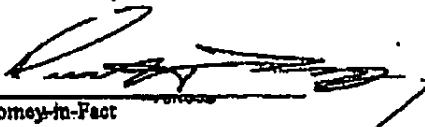
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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QUINCY PLACE ASSET HOLDINGS, LLC
BY: ITS MEMBERS AND MANAGING MEMBER

Federal Deposit Insurance Corporation
as Receiver for GulfSouth Private Bank,
Member and Manager

By: 
Its: Attorney-in-Fact

Raymond H. Fraser, Jr.
"Attorney In Fact"

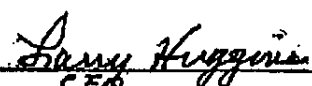
Farmers Exchange Bank, Member

By: _____
Its: _____

Summit Bank, N.A., Member

By: _____
Its: _____

Bank of Vernon, Member

By: 
Its: CEO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA