APR-19-2017 WED 02:22 PM SHUTTS &

Division of Corporations



P. 01 Page 1 of 1

## Florida Department of State

Division of Corporations Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H170001073883)))



Softe: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

: (850)617-6380

From:

; SHUTTS & BOWEN, LLP Account Name

Account Number : 076447000313

: (305)358-6300

Phone

Fax Number

: (305)347-7750

### DISSOLUTION OR WITHDRAWAL WESTCHESTER GOLF & LAKE ESTATES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing Menu

Help

APR 2 0 2017 C MCNAIR



H170001073883

# ARTICLES OF DISSOLUTION OF WESTCHESTER GOLF & LAKE ESTATES, INC.



- 1. The name of the corporation is WESTCHESTER GOLF & LAKE ESTATES, INC. (the "Corporation").
- 2. The Corporation elected to dissolve pursuant to the Unanimous Written Consent of the Shareholders and Directors, which Written Consent was effective as of February 24, 2017. A copy of such Written Consent is attached hereto.
- 3. The dissolution was approved by the Shareholders and the Directors of the Corporation. The number of votes cast for dissolution was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of (-> -> Dissolution on this 24/4 day of February, 2017.

WESTCHESTER GOLF & LAKE ESTATES, INC.

By: Eduardo Salazar, President

1

#### H170001073883

#### UNANIMOUS WRITTEN CONSENT OF ALL THE SHAREHOLDERS AND DIRECTORS OF

#### WESTCHESTER GOLF & LAKE ESTATES, INC.

The undersigned, being all the shareholders ("Shareholders") and directors ("Directors") of WESTCHESTER GOLF & LAKE ESTATES, INC., a Florida corporation (hereinafter the "Corporation"), do hereby consent to the adoption and approval of the following resolutions:

#### Adoption of Plan of Complete Liquidation and Dissolution

WHEREAS, the Directors of the Corporation deem it advisable and in the best interests of the Corporation and its Shareholders that the Corporation be completely liquidated and dissolved; and

WHEREAS, the Directors find that it is advisable to adopt a plan of complete liquidation in accordance with the requirements of the Internal Revenue Code of 1986, as amended; and

WHEREAS, the Shareholders of the Corporation deem it advisable and in their best interest that the Corporation be completely liquidated and dissolved in accordance with the Plan of Complete Liquidation presented to it by the Directors of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of the Internal Revenue Code of 1986, as amended, and pursuant to the following Plan of Complete Liquidation:

- 1. The officers of the Corporation are authorized and directed to proceed promptly to wind up the Corporation's affairs by collecting all of its assets and paying or providing for the payment of all of its liabilities.
- 2. As soon as practicable, the officers of the Corporation shall wind up the affairs of the Corporation; pay or provide for the payment of any of its remaining liabilities; establish a reserve in a reasonable amount to meet any known liabilities and liquidating expenses, if they deem such a reserve to be desirable; and distribute to the Shareholders of the Corporation in cancellation of its shares, any remaining assets of the Corporation subject to any remaining unpaid liabilities.
- 3. If a reserve is established to meet claims against the Corporation, the officers of the Corporation shall arrange for the distribution of any unused balance of such reserve to the Shareholders as soon as practicable.
- 4. The officers of the Corporation are authorized and directed to file Form 966, Corporate Dissolution or Liquidation, with the Internal Revenue Service together with a certified copy of this Resolution, within 30 days after the date hereof.

#### H170001073883

5. The officers of the Corporation are authorized and directed to file such other forms and documents required by the State of Florida, including, but not limited to, Articles of Dissolution, and by the federal government, including tax returns, as soon as possible after distribution of the Corporation's remaining assets.

FURTHER RESOLVED, that the officers of the Corporation, be, and they hereby are, authorized and directed to execute whatever instruments and documents, and take whatever additional actions they deem necessary or appropriate to carry out the intent and accomplish the purposes of the foregoing resolutions.

#### Counterpart Execution

RESOLVED, that the Shareholders and the Directors of the Corporation be, and each of them hereby is, authorized to execute this Written Consent in one or more counterparts and that, upon such execution by the Shareholders and the Directors of the Corporation, this Written Consent be, and as of the effective date hereof, it hereby is, approved and adopted as the act and deed of the Shareholders and the Directors of the Corporation.

Effective Date: February 24, 2017.

SHAREHOLDERS AND DIRECTORS:

Eduardo Salazar

Margarita Salazar