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Sunstate Research

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Terry of Florida Inc
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☒ Change of Registered Agent
- ☒ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

ARTICLES OF DISSOLUTION
OF
TERRY OF FLORIDA, INC.

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2012 APR -5 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of this corporation is TERRY OF FLORIDA, INC.
2. TERRY OF FLORIDA, INC. elected to dissolve pursuant to the Unanimous Written Consent of its Sole Shareholder and Board of Directors, which Written Consent was effective as of September 30, 2011. A copy of such Written Consent is attached hereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 4th day of APRIL, 2012.

Ines de Azpurua

Ines Azpurua, Vice President and Treasurer

(Corporate Seal)

**UNANIMOUS WRITTEN CONSENT
OF THE
SOLE SHAREHOLDER AND BOARD OF DIRECTORS
OF
TERRY OF FLORIDA, INC.**

The undersigned, being the sole Shareholder and all of the members of the Board of Directors of TERRY OF FLORIDA, 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 Board of Directors of this Corporation deems it advisable and in the best interest of the Corporation and its Shareholder that the Corporation be completely liquidated and dissolved; and

WHEREAS, the Board of Directors finds 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 Shareholder of this Corporation deems it advisable and in its best interest that the Corporation be completely liquidated and dissolved in accordance with the Plan of Complete Liquidation presented to it by the Board of Directors of this 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 sole Shareholder of the Corporation in cancellation of its shares, any remaining assets of the Corporation (including, but not limited to, the outstanding capital stock of 401 Alhambra, Inc.) 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 Shareholder 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.
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 Resolution.

Counterpart Execution

RESOLVED, that the sole Shareholder and all of the members of the Board of 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 sole Shareholder and all of the members of the Board of Directors of this 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 sole Shareholder and all of the members of the Board of Directors of this Corporation.

Effective Date: September 30, 2011

Araya Investments, N.V., Sole Shareholder

By: FRANCIS LARA
Its: CHAIRMAN OF THE BOARD OF DIRECTOR

Francis Lara
Francis Teresa Lara, Chairman of the Board of Directors

[Signature]
Enrique Bernardo Lara Arevalo, Director

[Signature]
Juan Andres Lara Arevalo, Director

Maria Teresa Lara
Maria Teresa Lara de Jaramillo, Director

Maria Valentina Lara de Beloso
Maria Valentina Lara de Beloso, Director

Ines de Azpurua
Ines Azpurua, Director