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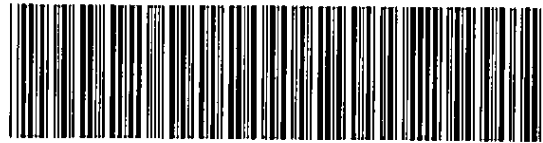
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
2020 MAY 13 AM 11:42

MAY 29 2020

# ADAMS AND REESE LLP

## Attorneys at Law

Alabama  
Florida  
Georgia  
Louisiana  
Mississippi  
South Carolina  
Tennessee  
Texas  
Washington, DC

May 11, 2020

## VIA FEDEX

Department of State  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**Pamela Neet Brickley**  
Paralegal  
Direct: 727.502.8222  
E-Fax: 727.502.8922  
pam.brckley@arlaw.com

Re: Dissolution of Kingswood Co-Op, Inc.  
Document Number N01000000145  
Client-Matter No. 843392-000015

Dear Sir or Madam:

In connection with the dissolution of the referenced Florida not-for-profit corporation, enclosed is our firm's check in the amount of \$35.00 to cover the cost of filing the enclosed Articles of Dissolution, together with the Certification of Adoption of Plan of Dissolution, Liquidation and Termination of Kingswood Co-Op, Inc.

If you have any questions regarding this request for filing, or if you need any additional information or documentation, please feel free to contact our office.

Sincerely yours,

ADAMS AND REESE LLP

*Pamela Neet Brickley*

Pamela Neet Brickley  
Paralegal

PNB/pb  
Enclosures  
cc: David S. Bernstein, Esquire (via email)

**ARTICLES OF DISSOLUTION  
OF  
KINGSWOOD CO-OP, INC.**

Pursuant to Section 617.1403, Florida Statutes, this Florida not-for-profit corporation submits the following Articles of Dissolution:

**ARTICLE I  
NAME**

The name of the corporation as currently filed with the Florida Department of State is Kingswood Co-Op, Inc.

**ARTICLE II  
DOCUMENT NUMBER**

The document number of the corporation is N01000000145.

**ARTICLE III  
ADOPTION OF DISSOLUTION**

The date of the meeting of the membership (also known as shareholders) at which the resolution to dissolve was adopted was January 25, 2018. The number of votes cast by the members/shareholders was sufficient for approval.

**ARTICLE IV  
EFFECTIVE DATE**

The effective date of dissolution shall be the date of the filing of these Articles of Dissolution with the Florida Department of State, Division of Corporations.

KINGSWOOD CO-OP, INC.,  
a Florida not-for-profit corporation

By: *Linne T. Danielson*  
LINNE T. DANIELSON, President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
2020 MAY 13 AM 11:42

**CERTIFICATION OF ADOPTION OF  
PLAN OF DISSOLUTION, LIQUIDATION AND  
TERMINATION OF KINGSWOOD CO-OP, INC.,  
a Florida not-for-profit corporation**

The undersigned LINNE T. DANIELSON, as President of KINGSWOOD CO-OP, INC., a Florida not-for-profit corporation (the "Corporation"), hereby certifies that the Plan of Dissolution, Liquidation and Termination of Kingswood Co-Op, Inc. (the "Plan"), a copy of which is attached, was adopted by the Board of Directors of the Corporation on December 8, 2017 and was adopted by the Shareholders of the Corporation on January 25, 2018.

The undersigned further certifies that the attached Plan of Dissolution, Liquidation, and Termination was adopted in compliance with the requirements of Florida Statutes Section 617.1406(1) and requests that this Certification be filed with the Florida Department of State, Division of Corporations.

The undersigned files this certificate in anticipation of the dissolution of the Corporation pursuant to the Plan following the liquidation thereof.

DATED this 6<sup>th</sup> day of May, 2020.

KINGSWOOD CO-OP, INC.,  
a Florida not-for-profit corporation

BY: Linne T. Danielson  
LINNE T. DANIELSON, President

2020 MAY 13 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2020 MAY 13 AM 11:43  
CALIFORNIA  
COUNTY OF  
SANTA ANA

Plan of Dissolution, Liquidation and Termination of Kingswood Co-op, Inc.

This Plan of Dissolution, Liquidation and Termination (the "Plan") is to accomplish the dissolution, liquidation and termination of Kingswood Co-op, Inc., a Florida not-for-profit corporation (the "Co-op") through the Co-op's sale and distribution of all of its assets and complete liquidation in accordance with Chapter 617, *Florida Statutes*, and the terms hereof:

1. Formation. The Co-op was formed and established by Articles of Incorporation filed on January 5, 2001 in the Office of the Department of State, State of Florida and governed by its cooperative documents filed with the Florida Department of Business Regulation, Division of Land Sales, Bureau of Condominiums, Cooperatives and Mobile Homes dated January 5, 2001 (the "Governing Documents").
2. Shareholders. The Members/Patrons ("Shareholders") own all of the issued and outstanding Shareholder interests in the Co-op.
3. Vote. The Shareholders voted to sell the assets of the Co-op to Equity Lifestyle Properties, Inc. ("ELS") for SEVENTEEN MILLION DOLLARS (\$17,000,000.00) by a greater than 2/3 vote of the Shareholders and authorized the Co-op to consummate said sale by written contract to be approved by the Board of Directors and executed by the Co-op and ELS (the "Contract").
4. Approval. This Plan shall be considered adopted by the Co-op when it has been approved by the Board of Directors and thereafter submitted to and approved by at least 51% of the Shareholders of the Co-op. The approval by the Board of Directors shall be voted on by the Board of Directors at a Special Meeting of the Board of Directors on December 8, 2017. The approval by the Shareholders shall then be voted on by the Shareholders at a Special Meeting of the Shareholders.
5. Cessation of Business. Upon approval of this Plan by both the Directors and Shareholders as required above, the Co-op shall continue doing business through the date of the closing of the transaction referenced above and then shall cease doing business except as necessary to protect the value of the assets, wind up its business and affairs, pay its debts and distribute its net proceeds of the sale to the Shareholders as Patronage Dividends in accordance with this Plan.
6. Sale of Assets. Following the adoption of the approval of this Plan as stated above, the Board of Directors of the Co-op shall be authorized to dissolve, liquidate and terminate the Co-op should the transaction described in the Contract close. This Plan shall not be implemented should the transaction described in the Contract not close. The Co-op shall be terminated pursuant to the Governing Documents. The Board of Directors shall have the power to adopt the necessary resolutions and execute the necessary documents for the purpose of affecting the sale as stated above.

7. Payment of Liabilities. All known or ascertained liabilities of the Co-op shall be properly provided for or paid. If deemed appropriate, there should also be set aside, in cash, a reserve fund in the amount estimated by the Board of Directors of the Co-op for the payment of any expenses, taxes, and contingent liabilities (including expenses of liquidation and dissolution in accordance with the terms of this Plan).
8. Liquidation. Following the sale of the assets of the Co-op and the payment of all liabilities as stated herein, the Board of Directors shall be authorized to transfer and distribute the net cash proceeds of the sale together with other available cash remaining to the Shareholders of the Co-op as Patronage Dividends. It is estimated that each Shareholder shall receive approximately ONE HUNDRED THOUSAND DOLLARS (\$100,000.00) (U.S.) in redemption of their share as a Patronage Dividend.
9. Dissolution. As soon as practical after the transfer and liquidation as authorized is complete, the Co-op shall be formally dissolved in accordance with the laws of the State of Florida. The Board of Directors shall have the power to adopt all resolutions, execute all documents, file all papers and take all other actions necessary to effect the dissolution of the Co-op.
10. Shareholder Interest. In exchange for the cash proceeds that represent his/her patronage distribution, each Shareholder shall deliver its original Shareholder Certificate, become a leaseholder governed by Chapter 723, *Florida Statutes*, receive the Chapter 723 Prospectus applicable for its home site, execute a lease applicable for its tenancy and undertake such other reasonable action as resolved by the Co-op in furtherance of this Plan. Approval of this Plan shall be deemed to include that the Shareholder shall indemnify the Co-op on a pro rata basis for any subsequent claims against the Co-op not barred by law, including, but not limited to, claims for income, franchise, sales, documentary stamp or other taxes to the extent of distributions actually made to the Shareholder or any claims specific to the Shareholder.
11. Authentication. A copy of this Plan shall be authenticated by officer's certificate and filed with the Florida Department of State.

IN WITNESS WHEREOF, the Co-op has adopted this Plan of Dissolution, Liquidation and Termination this 8<sup>th</sup> day of December, 2017 to become effective upon ratification of the Shareholders by a majority vote at the Special Meeting of the Shareholders to be held.

Witnesses:

KINGSWOOD CO-OP, INC., a Florida  
not-for-profit corporation

*Susan Ruggie*  
*Hebra Williams*

*Linne T. Danielson*  
Linne T. Danielson, President

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OFFICE OF THE  
TREASURER  
FLORIDA DEPARTMENT OF STATE

Witnesses

*Clayton A. Williams*

*Alfred A. Williams*

*Clayton A. Williams*

*Alfred A. Williams*

*Clayton A. Williams*

*Alfred A. Williams*

*Clayton A. Williams*

*Alfred A. Williams*

*Clayton A. Williams*

*Alfred A. Williams*

*Clayton A. Williams*

*Alfred A. Williams*

*Earl R. Brown*

Earl R. Brown, Vice President

*Roger Gagne*

Roger Gagne, Treasurer

*Kaye Robertson*

Kaye Robertson, Secretary

*Roger Jackson*

Roger Jackson, Director

*Judy Beauchamp*

Judy Beauchamp, Director

*Brenda Marhon*

Brenda Marhon, Director

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FALL HASSETT, FLORIDA