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CLERK OF SUPERIOR COURT
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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05 OCT -3 PM 4:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Plan of div. g assets

C. Coulllette OCT 13 2005

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Florida's Lake Country
Yacht Club, Inc.

- ☐ Art of Inc. File _____
- ☐ LTD Partnership File _____
- ☐ Foreign Corp. File _____
- ☐ L.C. File _____
- ☐ Fictitious Name File _____
- ☐ Trade/Service Mark _____
- ☒ Merger File _____
- ☐ Art. of Amend. File _____
- ☐ RA Resignation _____
- ☐ Dissolution / Withdrawal _____
- ☐ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
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- ☐ Certificate of Good Standing _____
- ☐ Certificate of Status _____
- ☐ Certificate of Fictitious Name _____
- ☐ Corp Record Search _____
- ☐ Officer Search _____
- ☐ Fictitious Search _____
- ☐ Fictitious Owner Search _____
- ☐ Vehicle Search _____
- ☐ Driving Record _____
- ☐ UCC 1 or 3 File _____
- ☐ UCC 11 Search _____
- ☐ UCC 11 Retrieval _____
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**PLAN OF DISTRIBUTION
AND COMPLETE LIQUIDATION AND DISSOLUTION
OF
FLORIDA'S LAKE COUNTRY YACHT CLUB, INC.**

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OCT -3 PM 4:09
SECRET
TALLAHASSEE, FLORIDA

This is a plan for the complete liquidation and dissolution of FLORIDA'S LAKE COUNTRY YACHT CLUB, INC., a corporation organized under the laws of the State of Florida.

1. The laws of the state of Florida, Chapter 617.1402 of the Florida Statutes, require that the liquidation of the corporation be approved by a majority vote of the Board of Directors.
2. After approval and adoption of this plan by the Directors, the corporation will cease all forms of doing business except those necessary to wind up its business affairs.
3. The corporation's directors and officers are authorized to carry out this plan, following its approval and adoption by the Directors, by executing acknowledging, and delivering all documents necessary to transfer the corporation's assets, and by taking any other action that is necessary and authorized by law.
4. After approval and adoption of this plan by the Directors:
 - (a) The officers and directors will notify all the creditors and claimants against the corporation whose identity is known, by mail.
 - (b) The District Office of the IRS will be notified on Form 966 within thirty 30 days of the adoption of the plan as required by Internal Revenue Code Section 6043.
5. After approval and adoption of this plan by the Directors, the corporation will sell all its assets at public or private sale and will pay all its debts and liabilities out of the proceeds and/or distribute such assets to a liquidating trust for the benefit of the members, subject to any outstanding debts and liabilities of the corporation.
6. After approval and adoption of this plan by the Directors and the aforesaid sales or distribution of assets, the members will receive any surplus of the amount received from the sale of the corporation's assets over the corporation's liabilities and any unsold assets of the corporation.
7. It is the intention of the corporation to carry out the liquidation in conformity with the requirements of Section 336 of the Internal Revenue Code of 1986.
8. Following approval and adoption of the plan by the Directors, the sale of assets by the corporation, the distribution of the assets in accordance with the ByLaws shall be carried out as expeditiously as practical, beginning on the date this plan is adopted by the Directors. However, the corporation is entitled to retain enough cash and/or property to satisfy claims.

9. After the corporate assets have been sold and any surplus distributed, the corporation will be dissolved and terminated pursuant to Section 617.1402 of the Statutes of Florida. The officers and directors will file any necessary certificate, which may be filed at any time before or after the final distribution.
10. The Board of Directors may modify or amend this plan if it determines that such action would be in the best interest of the Corporation and its members.


HELEN SIDES, Secretary

Date: September 6, 2005

FLORIDA'S LAKE COUNTRY YACHT CLUB, INC.

SECRETARY'S CERTIFICATE

The undersigned, as Secretary of FLORIDA'S LAKE COUNTRY YACHT CLUB, INC., a Florida corporation, does hereby certify as follows:

1. That the attached hereto is a copy of the executed Plan of Distribution and complete Liquidation and Dissolution for the corporation;
2. The said plan and this certificate are filed in compliance with Section 617.1406, Florida Statutes.

DATED: September 6, 2005.


HELEN SIDES, Secretary

(Corporate Seal)